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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

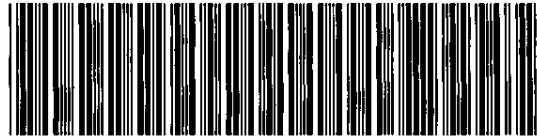
(Document Number)

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FILED
07 JAN 17 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2007 JAN -3 PM 12:54
NOTIFIED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 695508 7116714
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 113.75

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07 JAN 17 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 3, 2007
ORDER TIME : 11:55 AM
ORDER NO. : 695508-015
CUSTOMER NO: 7116714

DOMESTIC AMENDMENT FILING

NAME: FINLAY INTERESTS 1, LTD.

EFFECTIVE DATE:

XX__ ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX__ CERTIFIED COPY
____ PLAIN STAMPED COPY
XX__ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper -- EXT# 2948

EXAMINER'S INITIALS: _____



RESUBMIT

FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 3, 2007

DEBBIE SKIPPER
CSC
TALLAHASSEE, FL

SUBJECT: FINLAY INTERESTS 1, LTD.
Ref. Number: A01000000066

FILED
07 JAN 17 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for FINLAY INTERESTS 1, LTD. and the authorization to debit your account in the amount of \$113.75. However, the document has not been filed and is being returned for the following:

An Amendment being filed to change the general partner must be signed by the new general partner, and by the withdrawing general partner. This Amendment has been signed twice by the new general partner.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 007A00000391

RECEIVED
07 JAN 17 AM 10:57
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
FINLAY INTERESTS 1, LTD.**

FILED
07 JAN 17 PM 2:51
TALLAHASSEE, FLORIDA

Pursuant to the authority of Section 620.1202 of the Florida Revised Uniform Limited Partnership Act (2005), the undersigned, constituting the general partner of FINLAY INTERESTS 1, LTD., a Florida limited partnership (the "Partnership"), submit the following:

1. The current name of the Partnership is FINLAY INTERESTS 1, LTD.
2. The date of the filing of the original certificate of limited partnership of the Partnership was January 12, 2001 (the "Certificate").
3. Paragraph 2 of the Certificate is hereby deleted in its entirety and the following substituted in lieu thereof:

"2. The new business address of the Partnership, where records shall be kept shall be 625 Madison Avenue, Fifth Floor, New York, NY 10022."
4. Paragraph 3 of the Certificate is hereby deleted in its entirety and the following substituted in lieu thereof:

"3. The name and address of the new registered agent for service of process is Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301."
5. Paragraph 4 of the Certificate is hereby deleted in its entirety and the following substituted in lieu thereof:

"4. The name and address of the substituting General Partner is:

518 East Dewald Street LLC
625 Madison Avenue
Fifth Floor
New York, NY 10022."

MOT0000000040
6. Paragraph 5 of the Certificate is hereby deleted in its entirety and the following substituted in lieu thereof:

"5. The new mailing address of the limited partnership is 625 Madison Avenue, Fifth Floor, New York, NY 10022."

[The next page is the signature page.]

This Certificate has been executed by the undersigned as of the 29 day of December, 2006.

LIMITED PARTNERSHIP

FINLAY INTERESTS 1, LTD.,
a Delaware limited partnership

By: 518 East Dewald Street LLC,
A Delaware limited liability company

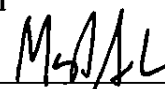
By: RCC Manager LLC,
a Delaware limited liability company,
its manager

By: 
Marc D. Schnitzer
Chief Executive Officer

SUBSTITUTING GENERAL PARTNER

518 EAST DEWALD STREET LLC,
a Delaware limited liability company

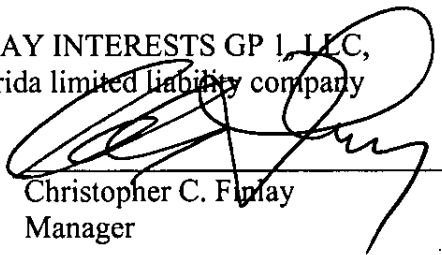
By: RCC Manager LLC,
a Delaware limited liability company,
its manager

By: 
Marc D. Schnitzer
Chief Executive Officer

WITHDRAWING GENERAL PARTNER

FINLAY INTERESTS GP 1, LLC,
a Florida limited liability company

By:



Christopher C. Finlay
Manager

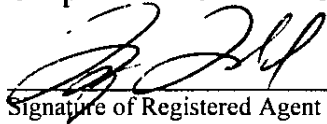
STATE OF FLORIDA

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT OF**

FINLAY INTERESTS 1, LTD.

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company



Signature of Registered Agent

**Troy Todd
as its agent**