

LAW OFFICES

*Mark S. Charwat, P.C.*

1305 FRANKLIN AVENUE

*Garden City, New York 11530*

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MARK S. CHARWAT

DEBORAH S. BARCHAM

JENNIFER S. CHARWAT

COUNSEL

MICHAEL R. KLEIN

SHARON E. GRUER

REISMAN, PEIREZ,

REISMAN & CALICA, L.L.P.

A04876

February 4, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

500002086645--0

02/13/97 01031-001  
\*\*\*315.00 \*\*\*157.50

RE: Second and Third Amendments to the First  
Amended and Restated Certificate of Limited  
Partnership of Frenchmans Cove Partners, Ltd.

Dear Sir or Madam:

Please be advised that this office represents the  
Limited Partnership known as Frenchmans Cove Partners, Ltd.  
Enclosed for filing please find an original and two (2) copies of  
the Second Amendment to the First Amended and Restated  
Certificate of Limited Partnership of Frenchmans Cove Partners,  
Ltd., and an original and two (2) copies of the Third Amendment  
to the First Amended and Restated Certificate of Limited  
Partnership of Frenchmans Cove Partners, Ltd.

Kindly file both originals and certify and return two  
(2) copies of each of the enclosed Amendments. I enclose our  
check to the Secretary of State of Florida in the amount of \$315  
in payment of the filing fee (\$52.50 for each original) and four  
(4) certified copies (\$52.50 each), together with a stamped,  
self-addressed envelope.

Thank you for your prompt attention and cooperation in

Name	this matter.
Availability	A04876
Document	
Exhibitor	DCC
Updater	DDC
Updater	DSB:ir
Verifier	Encs.
Acknowledge	cc: Richard Lewis
W. P. Verifier	

Very truly yours,

Deborah S. Barcham

FILED  
97 FEB 13 PM 12:15

**SECOND AMENDMENT TO THE  
FIRST AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP OF  
FRENCHMANS COVE PARTNERS, LTD.**

The first Amended and Restated Certificate of Frenchmans Cove Partners, Ltd. (the "Certificate") heretofore filed in the Office of the Secretary of State of the State of Florida, on November 30, 1976, is hereby further amended (Second Amendment) to reflect the assignment of Philip Feld's (Limited Partner) interest in Frenchmans Cove Partners, Ltd. (the "Partnership") as follows:

A. In order to reflect the withdrawal of Philip Feld as a Limited Partner of the Partnership and the assignment of his 4.5% interest in said Partnership to Harry Feldman, General Partner, who is further assigning the interest to Harry Feldman, Limited Partner, Paragraph 4(b) of the Certificate is hereby amended by deleting the following name from Paragraph 4(D):

Philip Feld  
1305 Birch Street  
Uniondale, New York 11533

Paragraph 4(D) is further amended to update Harry Feldman's address as follows:

Harry Feldman  
5305 Woodlands Blvd.  
Tamarac, Florida 33319

B. Paragraph 9 of the Certificate is hereby deleted and the following is substituted therefor:

9. The share of interest in the Partnership of each Limited Partner is as follows:

Henry Pearce	16.66667%
Leon Pearce	16.66667%
Jules Mayer	16.66666%
Harry Feldman	31. %
Louis Schleimer	4.5%
Theodore Newler	4.5%
Lillian Sokol	4.5%
Bernard P. Epstein	4.5%

C. Paragraph 16 of the Certificate is hereby amended by deleting Philip Feld's name in all places where it is mentioned.


Paragraph 16 and the First Amendment to the Certificate filed April 11, 1990 also appoints Harry Feldman, General Partner, as Attorney-In-Fact to execute this amendment to the Certificate for Louis Schleimer, Theodore Newler, Philip Feld, Lillian Sokol and Bernard P. Epstein.

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The Certificate of Limited Partnership was filed on April 29, 1976.

IN WITNESS WHEREOF, we, the undersigned, have hereunto set our hands and seals as of August 1, 1995.

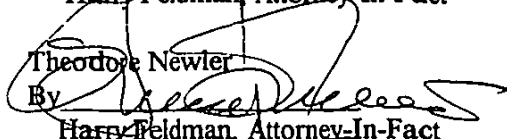
LIMITED PARTNER

  
Harry Feldman

Louis Schleimer

By   
Harry Feldman, Attorney-In-Fact

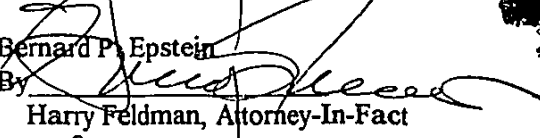
Theodore Newler


By   
Harry Feldman, Attorney-In-Fact

Lillian Sokol

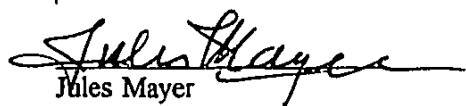
By   
Harry Feldman, Attorney-In-Fact

Bernard P. Epstein

By   
Harry Feldman, Attorney-In-Fact

  
Henry Pearce

  
Leon Pearce

  
Jules Mayer

WITHDRAWING LIMITED PARTNER

  
Philip Feld

GENERAL PARTNER

  
Harry Feldman

M.D. CARLISLE CORP. OF  
FLORIDA

By   
Harry Feldman, President

FILED

97 FEB 13 PM 2:15

STATE OF NEW YORK )

) ss.:

COUNTY OF QUEENS )

On the 1st day of August, 1995, before me personally came HARRY FELDMAN, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged to me that he executed the same.

Notary Public

*Max Leffelholz*  
MAX LEFFELHOLZ  
NOTARY PUBLIC, State of New York  
No. 4681426 Qualified in Nassau County  
Commission Expires Sept. 30, 1996

STATE OF NEW YORK )

) ss.:

COUNTY OF *Queens* )

On the 15 day of *Sept*, 1995, before me personally came HENRY PEARCE, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged to me that he executed the same.

Notary Public

*Max Leffelholz*  
MAX LEFFELHOLZ  
NOTARY PUBLIC, State of New York  
No. 4681426 Qualified in Nassau County  
Commission Expires Sept. 30, 1996

STATE OF NEW YORK )

) ss.:

COUNTY OF *Queens* )

On the 15 day of *Sept*, 1995, before me personally came LEON PEARCE, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged to me that he executed the same.

Notary Public

*Max Leffelholz*  
MAX LEFFELHOLZ  
NOTARY PUBLIC, State of New York  
No. 4681426 Qualified in Nassau County  
Commission Expires Sept. 30, 1996

STATE OF NEW YORK )

) ss.:

COUNTY OF *Queens* )

On the 15 day of *Sept*, 1995, before me personally came JULES MAYER, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged to me that he executed the same.

Notary Public

*Max Leffelholz*  
MAX LEFFELHOLZ  
NOTARY PUBLIC, State of New York  
No. 4681426 Qualified in Nassau County  
Commission Expires Sept. 30, 1996

STATE OF )

) ss.:

COUNTY OF )

On the <sup>Sept</sup> [day of August, 1995, before me personally came PHILIP FELD, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged to me that he executed the same.

ROBERT J. FORMICA  
NOTARY PUBLIC, State of New York  
No. 0170465573  
Qualified in Queens County  
Commission Expires Jan 31, 1997

Notary Public

On the 1st day of August, 1995, before me personally came HARRY FELDMAN, to me known to be the individual who executed the foregoing instrument as Attorney-In-Fact for Louis Schleimer, Theodore Newler, Lillian Sokol and Bernard P. Epstein; and who being duly sworn by me, did depose and say that he resides at 5305 Woodlands Blvd., Tamarac, Florida 33319; that he is President of M.D. Carlisle Corp. of Florida, the corporation described in and which executed the foregoing instrument as a General Partner; that he knows of the seal of the said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, as the true act and deed of said corporation; that he signed his name thereto by like order, and he swore thereto.

Notary Public

MAX LEFFELHOLZ  
NOTARY PUBLIC, State of New York  
No. 4681426 Qualified in Nassau County  
Commission Expires Sept 30, 1996

SEAL:

A04876

Requestor's Name  
Deborah S. Barcham  
Address  
% mark 18. Chertwat, P.C.  
1305 Franklin Avenue  
Garden City, NY 11530  
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Frenchmans Cove Partners, Ltd. A04876  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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-02/13/97--01031--001  
\*\*\*\*315.00 \*\*\*\*157.50

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

Name	
Availability	
OTHER FILINGS	
Document	Annual Report
Examination	
Indicate	Fictitious Name
	Name Reservation
Fee	DCC
Document	DCC
Examination	DCC

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials	
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THIRD AMENDMENT TO THE FIRST AMENDED  
AND RESTATED CERTIFICATE OF  
LIMITED PARTNERSHIP OF FRENCHMANS COVE PARTNERS, LTD.

The First Amended and Restated Certificate of Limited Partnership of Frenchmans Cove Partners, Ltd., (the "Certificate"), dated October 1, 1976, heretofore filed in the Office of the Secretary of State of the State of Florida on November 30, 1976 and was assigned document no. A04876, as amended by a First Amendment to the First Amended and Restated Certificate of Limited Partnership of Frenchmans Cove Partners, Ltd., dated March 22, 1990, having been filed in the office of the Secretary of State of the State of Florida on April 11, 1990, as amended by a Second Amendment to the First Amended and Restated Certificate of Limited Partnership of Frenchmans Cove Partners, Ltd. dated as of August 1, 1996, being filed in the office of the Secretary of State of the State of Florida prior to the filing of this Third Amendment, is hereby further amended (Third Amendment) to reflect the assignment of LILLIAN SOKOL's limited Partnership interest in Frenchmans Cove Partners, Ltd., (the "Partnership") as follows:

A. In order to reflect the withdrawal of LILLIAN SOKOL as a Limited Partner of the Partnership and the assignment of her 4.5% interest in said Limited Partnership to HARRY FELDMAN, Paragraph 4(b) of the Certificate is hereby amended by deleting the following name from Paragraph 4(b):

LILLIAN SOKOL  
11445 Waterview Cluster  
Reston, Virginia 22090

B. Paragraph 7 of the Certificate is hereby deleted and the following is substituted:

7. The Limited Partners have agreed to make the following additional capital contribution to the Partnership,

when requested to do so by the Managing General Partner, in accordance with the Limited Partnership Agreement, pro rata:

HENRY PEARCE	\$15,000.00
LEON PEARCE	\$15,000.00
JULES MAYER	\$15,000.00
HARRY FELDMAN	\$31,950.00
LOUIS SCHLEIMER	\$ 4,050.00
THEODORE NEWLER	\$ 4,050.00
BERNARD P. EPSTEIN	\$ 4,050.00

C. Paragraph 9 of the Certificate is hereby deleted and the following is substituted therefor:

9. The share of profits or other compensation by way of income which each Limited Partner shall receive by reason of his contribution is as follows:

HENRY PEARCE	16.66667%
LEON PEARCE	16.66667%
JULES MAYER	16.66666%
HARRY FELDMAN	35.5%
LOUIS SCHLEIMER	4.5%
THEODORE NEWLER	4.5%
BERNARD P. EPSTEIN	4.5%

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D. Paragraph 16 of the Certificate is hereby amended by deleting the following name from Paragraph 16, in all places where such name shall be mentioned therein:

LILLIAN SOKOL

E. Paragraph 16 and the First Amendment to the Amended and Restated Certificate of Limited Partnership of Frenchmans Cove Partners, Ltd. filed April 11, 1990, also appoints Harry Feldman,

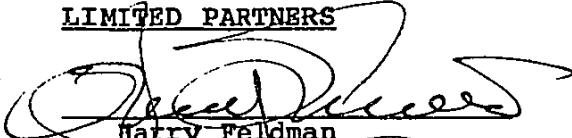


General Partner as Attorney-in-fact to execute this Third Amendment to the First Amended and Restated Certificate of Limited Partnership for Louis Schleimer, Theodore Newler, Lillian Sokol and Bernard P. Epstein.

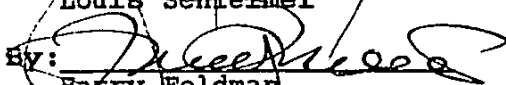
F. The original Certificate of Limited Partnership was filed on April 26, 1976 in the office of the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, we the undersigned, have hereunto set our hands and seals as of the 6th day of December, 1996.

LIMITED PARTNERS

  
Harry Feldman


Louis Schleimer

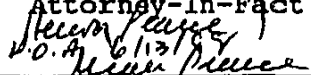
By:   
Harry Feldman  
Attorney-In-Fact

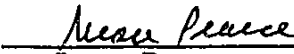
Theodore Newler


By:   
Harry Feldman  
Attorney-In-Fact

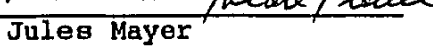
Bernard P. Epstein

By:   
Harry Feldman  
Attorney-In-Fact

  
Henry Pearce

  
Leon Pearce

  
Jules Mayer

  
Jules Mayer

WITHDRAWING LIMITED PARTNER

  
Lillian Sokol

GENERAL PARTNERS

  
Harry Feldman

M.D. CARLISLE CORP. OF FLORIDA

By:   
Harry Feldman, President

FILED  
97 FEB 13 12:15

STATE OF NEW YORK     )  
                                  ) ss.:  
COUNTY OF QUEENS     )

On the 6th day of December, 1996, before me personally came HARRY FELDMAN, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged to me that he executed the same.

  
\_\_\_\_\_  
Notary Public

MAX LEFFELHOLZ  
NOTARY PUBLIC, State of New York  
No. 4681426 Qualified in Nassau County  
Commission Expires Sept. 30, 1998

~~STATE OF NEW YORK     )  
                                  ) ss.:  
COUNTY OF                    )~~

~~On the        day of                    , 199 , before me personally came HENRY PEARCE, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged to me that he executed the same.~~

~~\_\_\_\_\_  
Notary Public~~

STATE OF NEW YORK     )  
                                  ) ss.:  
COUNTY OF *Queens*     )

On the *3* day of *January*, 1997, before me personally came LEON PEARCE, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged to me that he executed the same.

  
\_\_\_\_\_  
Notary Public

MAX LEFFELHOLZ  
NOTARY PUBLIC, State of New York  
No. 4681426 Qualified in Nassau County  
Commission Expires Sept. 30, 1998

STATE OF NEW YORK )

COUNTY OF )

ss.:

On the            day of            , 199 , before me personally came JULES MAYER, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged to me that he executed the same.

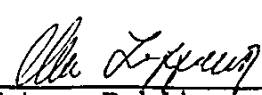
\_\_\_\_\_  
Notary Public

STATE OF NEW YORK )

COUNTY OF QUEENS )

ss.:

On the 6th day of December, 1996, before me personally came HARRY FELDMAN, to me known to be the individual who executed the foregoing instrument and, who being duly sworn by me, did depose and say that he resides at 5305 Woodlands Blvd., Tamarac, Florida 33319; that his is the President of M.D. Carlisle Corp. of Florida, the corporation described in and which executed the foregoing instrument as a General Partner; that he knows of the seal of the said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, as the true act and deed of said corporation; that he signed his name thereto by like order, and he swore thereto.

  
\_\_\_\_\_  
Notary Public

MAX LEFFELHOLZ

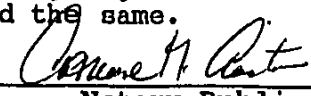
NOTARY PUBLIC, State of New York  
No. 4681426 Qualified in Nassau County  
Commission Expires Sept. 30, 1998

STATE OF VIRGINIA )

COUNTY OF Fairfax )

ss.:


On the 27 day of December , 1996, before me personally came LILLIAN SOKOL, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged to me that she executed the same.

  
\_\_\_\_\_  
Notary Public

Ex 9.3047

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF *Queens* )

On the *6* day of *January*, 1997, before me personally came HARRY FELDMAN, to me known to be the individual who executed the foregoing instrument as Attorney-In-Fact for Louis Schleimer, Theodore Newler and Bernard P. Epstein; and who being duly sworn by me, did depose and say that he resides at 5305 Woodlands Blvd., Tamarac, Florida 33319, that he is President of M.D. Carlisle Corp. of Florida, the corporation described in and which executed the foregoing instrument as a General Partner; that he knows of the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation as the true act and deed of said corporation; that he signed his name thereto by like order, and he swore thereto.

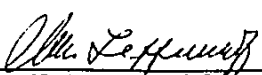
  
Notary Public

SEAL:

MAX LEFFELHOLZ  
NOTARY PUBLIC, State of New York  
No. 4681426 Qualified in Nassau County  
Commission Expires Sept. 30, *1998*

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF *Queens* )

On the *3* day of *January*, 1997, before me came LEON PEARCE, to me known to be the attorney-in-fact for Henry Pearce and Jules Mayer, the individuals described in and who by their said attorney-in-fact executed the foregoing instrument, and duly acknowledged before me that he executed same as the act and deed of Henry Pearce and Jules Mayer therein described, and for the purpose therein mentioned, by virtue of a power of attorney duly executed, the said power of attorney dated June 13, 1988. /

  
Notary Public

MAX LEFFELHOLZ  
NOTARY PUBLIC, State of New York  
No. 4681426 Qualified in Nassau County  
Commission Expires Sept. 30, *1998*