



THE UNITED STATES
CORPORATION
COMPANY

A04876

ACCOUNT NO. : 072100000032

REFERENCE : 257044 4302267

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 52.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 28 PM 3:13

ORDER DATE : May 27, 1999

ORDER TIME : 1:30 PM

ORDER NO. : 257044-005

CUSTOMER NO: 4302267

300002890053--5

CUSTOMER: Orit Kadosh, Esq
Spitzer & Feldman P.c.
405 Park Avenue

New York, NY 10022

DOMESTIC AMENDMENT FILING

NAME: FRENCHMANS COVE PARTNERS, LTD.

EFFECTIVE DATE:

BK 5 (4)

XX ARTICLES OF AMENDMENT

 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY

XX PLAIN STAMPED COPY

 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

BK 5/28/99

RECEIVED
99 MAY 28 PM 2:26
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

2

**SECOND AMENDED
AND
RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF
FRENCHMANS COVE PARTNERS, LTD.**

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To the Secretary of State
State of Florida

The undersigned, on behalf of Frenchmans Cove Partners, Ltd., a Florida limited partnership (the "Limited Partnership"), hereby certifies that:

1. The present name of the Limited Partnership is Frenchmans Cove Partners, Ltd.
2. The Limited Partnership filed a certificate dated April 28, 1976 with the State of Florida on April 29, 1976 as amended and restated by the First Amended and Restated Certificate of Limited Partnership of Frenchmans Cove Partners, Ltd. dated October 1, 1976 (the "Certificate"), 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 further amended by the First Amendment to the Certificate dated March 22, 1990 and filed in the Office of the Secretary of State of the State of Florida on April 11, 1990, as further amended by the Second Amendment to the Certificate dated August 1, 1995 and filed in the Office of the Secretary of State of the State of Florida on February 13, 1997, as further amended by the Third Amendment to the Certificate dated December 6, 1996 and filed in the Office of the Secretary of State of the State of Florida on February 13, 1997, and as further amended by the Fourth Amendment to the Certificate dated November 3, 1998 and filed in the Office of the Secretary of State of the State of Florida on November 5, 1998.
3. The Certificate is amended to effect one or more of the amendments authorized by the Florida Revised Uniform Limited Partnership Act. Such amendment is as follows:

Harry Feldman has withdrawn as a General Partner and HF Winter Park LLC, a Delaware limited liability company, having an address at 1701 Lee Road, Winter Park, Florida 32789, is hereby added as a General Partner.
4. The text of the Certificate of Limited Partnership is hereby restated as amended to read as hereinafter set forth:

FIRST: The principal office and mailing address of the Limited Partnership is 1701 Lee Road, Winter Park, Florida 32789.

SECOND: The name and address of each General Partner is as follows:

HF Winter Park LLC
1701 Lee Road
Winter Park, Florida 32789

M.D. Carlisle Corp. of Florida
1701 Lee Road
Winter Park, Florida 32789

M99000000786

507033

THIRD: This Second Amended and Restated Certificate of Limited Partnership shall be effective at the time of filing with the Florida Department of State.

FOURTH: The latest date upon which the Limited Partnership will dissolve is December 31, 2019.

FIFTH: The registered agent of the Limited Partnership is M.D. Carlisle Corp. of Florida, 1701 Lee Road, Winter Park, Florida 32789.

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SIXTH: This Second Amended and Restated Certificate of Limited Partnership is duly executed and filed pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act.

Signed As Of May 27, 1999

GENERAL PARTNERS:

HF WINTER PARK LLC

By: 

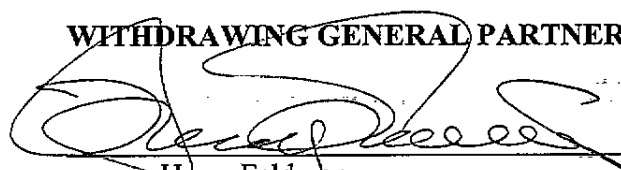
Harry Feldman, Member

M.D. CARLISLE CORP. OF FLORIDA

By: 

Harry Feldman, Chairman of the Board

WITHDRAWING GENERAL PARTNER


Harry Feldman

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