

# A05936

LORD, BISSELL & BROOK

111 SOUTH LA SALLE STREET  
CHICAGO, ILLINOIS 60603

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LOS ANGELES OFFICE  
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LOS ANGELES, CALIFORNIA 90071-3200  
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LONDON EC3M 7DD ENGLAND  
0171-327-4534  
TELECOPY: 0171-929-2250

WRITER'S DIRECT DIAL NUMBER:

(312) 443-0410

April 4, 1997

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Office of the  
Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Dear Madam or Sir:

Enclosed, in duplicate, are copies of: the third amendment to the certificate of limited partnership of Buena Vista Partners, Ltd., as originally filed on August 19, 1977, then first amended and restated on May 25, 1978; and of the second amendment to the certificate regarding the Harry Feldman Clearwater Associates Limited Partnership, as originally filed on September 23, 1986. Also enclosed are two checks in the amount of \$52.50, in payment of the required filing fees.

Please have these documents placed on record by your office at the earliest opportunity, and return a date stamped copy of each document to the undersigned as soon as possible. A self-addressed envelope is attached. Thank you for your assistance.

Very truly yours,

LORD, BISSELL & BROOK

*Rita Milcarek*

By: Rita Milcarek  
Corporate Legal Assistant

For: Laura A. Kane

A05936

Name	<i>Re 4/10</i>
Availability	
Document Examiner	<i>Re</i>
Updater	<i>Re</i>
Updater Verifier	<i>Re</i>
Acknowledgement	<i>Re</i>
W. P. Verifier	<i>Re</i>

:rm  
Enclosures

THIRD AMENDMENT TO THE  
FIRST AMENDED AND RESTATED CERTIFICATE OF  
LIMITED PARTNERSHIP OF BUENA VISTA PARTNERS, LTD.

This Limited Partnership filed with the State of Florida on August 19, 1977.

The First Amended and Restated Certificate of Limited Partnership of Buena Vista Partners, Ltd. (the "Certificate"), heretofore filed in the Office of the Secretary of State of the State of Florida on May 25, 1978, as amended by the First Amendment to the First Amended and Restated Certificate of Limited Partnership of Buena Vista Partners, Ltd. dated as of January 1, 1979, and as amended by the Second Amendment to the First Amended and Restated Certificate of Limited Partnership of Buena Vista Partners, Ltd. dated as of April 10, 1990, is hereby further amended to reflect certain changes made in the Limited Partnership Agreement of Buena Vista Partners, Ltd. (the "Partnership"), as amended, as follows:

A. In order to reflect the withdrawal of PHILIP FELD as a Limited Partner of the Partnership and the assignment of his 4.45% interest in said Partnership to PHILIP FELD and SELMA FELD, CO-TRUSTEES OF THE PHILIP FELD LIVING TRUST, under Agreement dated May 25, 1996, Paragraph 4(b) of the Certificate, as previously amended, is hereby further amended by deleting the following therefrom:

PHILIP FELD  
1305 Birch Street  
Uniondale, New York 11533

Paragraph 4(b) is further amended by adding the following name thereto:

14 3 7  
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14 3 3  
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14 3 3

PHILIP FELD and SELMA FELD, CO-TRUSTEES  
OF THE PHILIP FELD LIVING TRUST,  
under Agreement dated May 25, 1996  
245 East 63rd Street, Apt. 25D  
New York, New York 10021-7460

B. Paragraph 7 of the Certificate, as previously amended, is hereby deleted and the following is substituted therefor:

7. The Limited Partners have agreed to make the following additional capital contribution to the Partnership, when requested to do so by the General Partners, in accordance with the Limited Partnership Agreement, pro-rata:

HENRY PEARCE	\$ 41,666.67
LEON PEARCE	40,416.66
JULES MAYER	41,666.67
HARRY FELDMAN	11,235.00
LOUIS SCHLEIMER	11,125.00
THEODORE NEWLER	11,125.00
PHILIP FELD AND SELMA FELD, CO-TRUSTEES OF THE PHILIP FELD LIVING TRUST	11,125.00
BERNARD P. EPSTEIN	11,125.00
LILLIAN SOKOL	11,125.00
LOUIS SCHLEIMER, TRUSTEE OF THE HARRY FELDMAN GRANDCHILDREN TRUST	55,640.00

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	16.667%
LEON PEARCE	16.166%
JULES MAYER	16.667%
HARRY FELDMAN	4.500%
LOUIS SCHLEIMER	4.450%
THEODORE NEWLER	4.450%
PHILIP FELD AND SELMA FELD, CO-TRUSTEES OF THE PHILIP FELD LIVING TRUST	4.450%
BERNARD P. EPSTEIN	4.450%
LILLIAN SOKOL	4.450%
LOUIS SCHLEIMER, TRUSTEE OF THE HARRY FELDMAN GRANDCHILDREN TRUST	22.250%

D. The Certificate, as hereinbefore amended, is further amended by substituting the name of "PHILIP FELD AND SELMA FELD, CO-TRUSTEES OF THE PHILIP FELD LIVING TRUST" in every place where the name of "PHILIP FELD" appears as a limited partner in every portion of said Certificate.

IN WITNESS WHEREOF, we the undersigned, have hereunto set  
our hands and seals as of the 17 day of Nov., 1996.

LIMITED PARTNERS

Harry Feldman

Louis Schleimer

Theodore Newler

Philip Feld,  
Co-Trustee of the  
Philip Feld Living Trust

Selma Feld,  
Co-Trustee of the  
Philip Feld Living Trust

Bernard P. Epstein

Henry Pearce

Leon Pearce

Jules Mayer

Lillian Sokol

Louis Schleimer, Trustee  
of the Harry Feldman  
Grandchildren Trust

WITHDRAWING LIMITED PARTNER:

Philip Feld

GENERAL PARTNERS

Harry Feldman

Leon Pearce

M.D. CARLISLE CORP. OF  
FLORIDA

By: Harry Feldman,  
President

IN WITNESS WHEREOF, we the undersigned, have hereunto set  
our hands and seals as of the 27<sup>th</sup> day of November, 1996.

LIMITED PARTNERS

\_\_\_\_\_  
Harry Feldman

\_\_\_\_\_  
Louis Schleimer

\_\_\_\_\_  
Theodore Newler

Philip Feld  
Philip Feld,  
Co-Trustee of the  
Philip Feld Living Trust

Selma Feld  
Selma Feld,  
Co-Trustee of the  
Philip Feld Living Trust

\_\_\_\_\_  
Bernard P. Epstein

\_\_\_\_\_  
Henry Pearce

\_\_\_\_\_  
Leon Pearce

\_\_\_\_\_  
Jules Mayer

\_\_\_\_\_  
Lillian Sokol

\_\_\_\_\_  
Louis Schleimer, Trustee  
of the Harry Feldman  
Grandchildren Trust

WITHDRAWING LIMITED PARTNER:

Philip Feld  
Philip Feld

GENERAL PARTNERS

\_\_\_\_\_  
Harry Feldman

\_\_\_\_\_  
Leon Pearce

M.D. CARLISLE CORP. OF  
FLORIDA

\_\_\_\_\_  
By: Harry Feldman,  
President

FILED

IN WITNESS WHEREOF, we the undersigned, have hereunto set  
our hands and seals as of the 27<sup>th</sup> day of November, 1996.

LIMITED PARTNERS

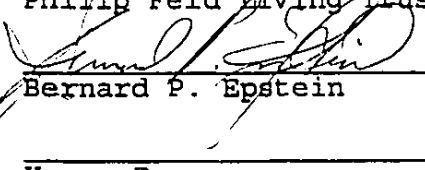
\_\_\_\_\_  
Harry Feldman

\_\_\_\_\_  
Louis Schleimer

\_\_\_\_\_  
Theodore Newler

\_\_\_\_\_  
Philip Feld,  
Co-Trustee of the  
Philip Feld Living Trust

\_\_\_\_\_  
Selma Feld,  
Co-Trustee of the  
Philip Feld Living Trust

  
\_\_\_\_\_  
Bernard P. Epstein

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Henry Pearce

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Leon Pearce

\_\_\_\_\_  
Jules Mayer

\_\_\_\_\_  
Lillian Sokol

\_\_\_\_\_  
Louis Schleimer, Trustee  
of the Harry Feldman  
Grandchildren Trust

WITHDRAWING LIMITED PARTNER:

\_\_\_\_\_  
Philip Feld

GENERAL PARTNERS

\_\_\_\_\_  
Harry Feldman

\_\_\_\_\_  
Leon Pearce

\_\_\_\_\_  
M.D. CARLISLE CORP. OF  
FLORIDA

\_\_\_\_\_  
By: Harry Feldman,  
President

FILED

NOV 29 1996

RECEIVED

IN WITNESS WHEREOF, we the undersigned, have hereunto set  
our hands and seals as of the 9th day of December, 1996.

LIMITED PARTNERS

\_\_\_\_\_  
Harry Feldman

\_\_\_\_\_  
Louis Schleimer

\_\_\_\_\_  
Theodore Newler

\_\_\_\_\_  
Philip Feld,  
Co-Trustee of the  
Philip Feld Living Trust

\_\_\_\_\_  
Selma Feld,  
Co-Trustee of the  
Philip Feld Living Trust

\_\_\_\_\_  
Bernard P. Epstein

\_\_\_\_\_  
Henry Pearce

\_\_\_\_\_  
Leon Pearce

\_\_\_\_\_  
Jules Mayer

\_\_\_\_\_  
Lillian Sokol

\_\_\_\_\_  
Louis Schleimer, Trustee  
of the Harry Feldman  
Grandchildren Trust

**WITHDRAWING LIMITED PARTNER:**

\_\_\_\_\_  
Philip Feld

GENERAL PARTNERS

\_\_\_\_\_  
Harry Feldman

\_\_\_\_\_  
Leon Pearce

M.D. CARLISLE CORP. OF  
FLORIDA

By: Harry Feldman,  
President

FILED  
RECORDED  
JAN 10 1997  
CLERK OF DISTRICT COURT  
SOUTHERD DISTRICT OF FLORIDA  
JAN 10 1997



IN WITNESS WHEREOF, we the undersigned, have hereunto set  
our hands and seals as of the 29<sup>th</sup> day of November, 1996.

LIMITED PARTNERS

\_\_\_\_\_  
Harry Feldman

\_\_\_\_\_  
Louis Schleimer

\_\_\_\_\_  
Theodore Newler

\_\_\_\_\_  
Philip Feld,  
Co-Trustee of the  
Philip Feld Living Trust

\_\_\_\_\_  
Selma Feld,  
Co-Trustee of the  
Philip Feld Living Trust

\_\_\_\_\_  
Bernard P. Epstein

\_\_\_\_\_  
Henry Pearce

\_\_\_\_\_  
Leon Pearce

\_\_\_\_\_  
Jules Mayer

Lillian Sokol  
Lillian Sokol

\_\_\_\_\_  
Louis Schleimer, Trustee  
of the Harry Feldman  
Grandchildren Trust

**WITHDRAWING LIMITED PARTNER:**

\_\_\_\_\_  
Philip Feld

GENERAL PARTNERS

\_\_\_\_\_  
Harry Feldman

\_\_\_\_\_  
Leon Pearce

M.D. CARLISLE CORP. OF  
FLORIDA

\_\_\_\_\_  
By: Harry Feldman,  
President

FILED  
NOV 29 1996  
FBI - MIAMI

STATE OF NEW YORK )  
 ) SS:  
COUNTY OF Queens )

On the 27 day of Nov., 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.

Max Leffelholz  
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 Queens )

On the 27 day of Nov., 1996, before me personally came LOUIS SCHLEIMER, individually and as Trustee of the Harry Feldman Grandchildren Trust, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged to me that he executed the same.

Max Leffelholz  
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 Queens )

On the 27 day of Nov., 1996, before me personally came THEODORE NEWLER, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged to me that he executed the same.

Max Leffelholz  
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 \_\_\_\_\_, 1996, before me personally came PHILIP FELD, individually, and PHILIP FELD and SELMA FELD, as Co-Trustees of the Philip Feld Living Trust, to me known to be the individuals described in and who executed the foregoing instrument, and acknowledged to me that they executed the same.

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

STATE OF NEW YORK     )  
                              ) SS:  
COUNTY OF \_\_\_\_\_ )

On the \_\_\_\_\_ day of \_\_\_\_\_, 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

STATE OF NEW YORK     )  
                              ) SS:  
COUNTY OF \_\_\_\_\_ )

On the \_\_\_\_\_ day of \_\_\_\_\_, 1996, before me personally came LOUIS SCHLEIMER, individually and as Trustee of the Harry Feldman Grandchildren Trust, 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 \_\_\_\_\_ )

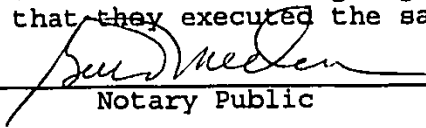
On the \_\_\_\_\_ day of \_\_\_\_\_, 1996, before me personally came THEODORE NEWLER, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged to me that he executed the same.

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

STATE OF NEW YORK     )  
                              ) SS:  
COUNTY OF NY         )

BETTY MEDINA  
NOTARY PUBLIC, State of New York  
No 01ME5035592  
Qualified in Richmond County  
Term Expires November 7 19 98

On the 21 day of Nov, 1996, before me personally came PHILIP FELD, individually, and PHILIP FELD and SELMA FELD, as Co-Trustees of the Philip Feld Living Trust, to me known to be the individuals described in and who executed the foregoing instrument, and acknowledged to me that they executed the same.

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

STATE OF NEW YORK )

COUNTY OF Queens ) SS:

On the 27 day of Nov., 1996, before me personally came BERNARD P. EPSTEIN, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged to me that he executed the same.

Max Leffelholz  
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 Queens ) SS:

On the 7 day of Dec., 1996, 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.

Max Leffelholz  
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 Queens ) SS:

On the 7 day of Dec., 1996, 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.

Max Leffelholz  
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 Queens ) SS:

On the 9 day of Dec., 1996, 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.

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

STATE OF Va. )  
COUNTY OF Fairfax ) SS:

On the 29<sup>th</sup> day of Nov., 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.

[Signature]  
Notary Public

Commission Expires:

6/30/2000

STATE OF NEW YORK )  
COUNTY OF \_\_\_\_\_ ) SS:

On the \_\_\_\_\_ day of \_\_\_\_\_, 1996, before me personally came HARRY FELDMAN, to me known, who, being by me duly sworn, did depose and say that he is the President of M.D. CARLISLE CORP. OF FLORIDA, the corporation described in and which executed the foregoing instrument; that he knows 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, and that he signed his name thereto by like order.

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

FILED  
NOV 30 1996  
FBI - VA

STATE OF \_\_\_\_\_ )  
 ) SS:  
COUNTY OF \_\_\_\_\_ )

On the \_\_\_\_\_ day of \_\_\_\_\_, 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

STATE OF NEW YORK )  
 ) SS:  
COUNTY OF Queens )

On the 27 day of Nov., 1996, before me personally came HARRY FELDMAN, to me known, who, being by me duly sworn, did depose and say that he is the President of M.D. CARLISLE CORP. OF FLORIDA, the corporation described in and which executed the foregoing instrument; that he knows 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, and that he signed his name thereto by like order.

Max Leffellholz  
\_\_\_\_\_  
Notary Public  
MAX LEFFELHOLZ  
NOTARY PUBLIC, State of New York  
No. 4681428 Qualified in Nassau County  
Commission Expires Sept. 30, 1998

FILED  
NOV 29 1996  
CLERK OF SUPREME COURT  
NASSAU COUNTY