



A05936

ACCOUNT NO. : 072100000032

REFERENCE : 021646 4302267

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : \$ 52.50

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98 NOV -5 AM 11:47
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ORDER DATE : November 4, 1998

ORDER TIME : 9:49 AM

ORDER NO. : 021646-005

CUSTOMER NO: 4302267

CUSTOMER: Rita Dattola, Esq
Spitzer & Feldman P.c.
405 Park Avenue

900002681059--9

New York, NY 10022

DOMESTIC AMENDMENT FILING

NAME: BUENA VISTA PARTNERS, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

(10)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

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

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Pursuant to the provisions of Section 620.109, Florida Statutes, Buena Vista Partners, Ltd., a Florida limited partnership (the "Partnership"), filed a certificate with the State of Florida on August 19, 1977 and was assigned document no. A05936, as amended and restated by 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 further amended by the First Amendment to the Certificate dated as of January 1, 1979, as further amended by the Second Amendment to the Certificate filed in the Office of the Secretary of State of the State of Florida on April 11, 1990, and as further amended by the Third Amendment to the Certificate filed in the Office of the Secretary of State of the State of Florida on April 18, 1997. The Partnership hereby adopts the following Fourth Certificate of Amendment to its Certificate:

FIRST:

A. In order to reflect (i) the withdrawal of THEODORE NEWLER as a Limited Partner from the Limited Partnership as of June 1, 1998 and the assignment of his 4.45% interest as a Limited Partner to THEODORE NEWLER AND HAZEL NEWLER, AS TRUSTEES OF THE NEWLER TRUST dated December 21, 1995 ("Newler Trust"); (ii) the death of HENRY PEARCE, a Limited Partner of the Partnership, on October 31, 1997 and the vesting of his 16.667% interest as a Limited Partner in SARAH PEARCE, as Executrix under the Last Will and Testament of Henry Pearce; and (iii) the death of JULES MAYER, a Limited Partner of the Partnership, on January 6, 1997 and the vesting of his 16.667% interest in LEON PEARCE, MAX MAYER, AND HELEN MAYER, as Executors under the Last Will and Testament of Jules Mayer, Paragraph 4 (b) of the Certificate, as previously amended, is hereby further amended by deleting the following therefrom:

HENRY PEARCE
1050 Fifth Avenue
New York, New York 10028

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JULES MAYER
91 Central Park West
New York, New York 10023

THEODORE NEWLER
31 Dr. Frank Road
Spring Valley, New York 10977

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

THEODORE NEWLER AND HAZEL NEWLER,
AS TRUSTEES OF THE NEWLER TRUST DATED
DECEMBER 21, 1995 ("Newler Trust")
31 Dr. Frank Road
Spring Valley, New York 10977

SARAH PEARCE, AS EXECUTRIX UNDER THE
LAST WILL AND TESTAMENT OF HENRY PEARCE
("Estate of Henry Pearce")
c/o Leon Pearce
Pearce & Mayer Realty
1350 Avenue of the Americas, Suite 2808
New York, New York 10019

LEON PEARCE, MAX MAYER, AND HELEN MAYER
AS EXECUTORS UNDER THE LAST WILL AND
TESTAMENT OF JULES MAYER ("Estate of Jules Mayer")
c/o Leon Pearce
Pearce & Mayer Realty
1350 Avenue of the Americas, Suite 2808
New York, New York 10019

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:

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ESTATE OF HENRY PEARCE	\$41,666.67
LEON PEARCE	\$40,416.66
ESTATE OF JULES MAYER	\$41,666.67
HARRY FELDMAN	\$11,235.00
LOUIS SCHLEIMER	\$11,125.00
THE NEWLER TRUST	\$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 of other compensation by way of income which each Limited Partner shall receive by reason of his contribution is as follows:

ESTATE OF HENRY PEARCE	16.667%
LEON PEARCE	16.666%
ESTATE OF JULES MAYER	16.667%
HARRY FELDMAN	4.500%
LOUIS SCHLEIMER	4.450%
THE NEWLER TRUST	4.450%

PHILIP FELD AND SELMA FELD,
CO-TRUSTEES OF THE PHILIP FELD
LIVING TRUST

BERNARD P. EPSTEIN

LILLIAN SOKOL

LOUIS SCHLEIMER, TRUSTEE OF THE
HARRY FELDMAN GRANDCHILDREN TRUST

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4.450%

4.450%

4.450%

22.250%

D. The Certificate, as hereinbefore amended, is further amended by substituting the name of (i) "THE NEWLER TRUST" in every place where the name of "THEODORE NEWLER" appears as a Limited Partner in every portion of said Certificate; (ii) "ESTATE OF HENRY PEARCE" in every place where the name of "HENRY PEARCE" appears as a Limited Partner in every portion of said Certificate; and (iii) "ESTATE OF JULES MAYER" in every place where the name of "JULES MAYER" appears as a Limited Partner in every portion of said Certificate.

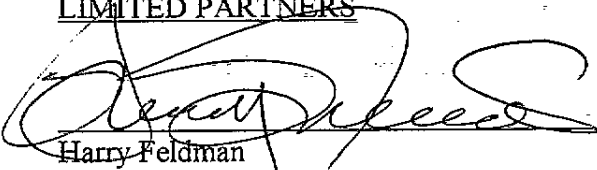
SECOND: In order to extend the expiration date of the term of the Partnership from December 31, 1999 to December 31, 2019, Paragraph 5 of the Certificate is hereby amended by deleting the date "December 31, 1999" in the third line of such paragraph and substituting therefor the date "December 31, 2019".

THIRD: This Fourth Certificate of Amendment shall be effective at the time of filing with the Florida Department of State.


FOURTH: IN WITNESS WHEREOF, we the undersigned, have hereunto set our hands and seals as of the 3rd day of November, 1998.

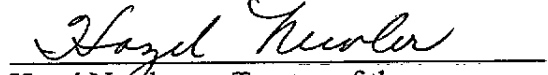
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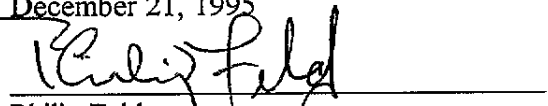
LIMITED PARTNERS



Harry Feldman


Louis Schleimer



Theodore Newler, as Trustee
of the Newler Trust dated
December 21, 1995


Hazel Newler, as Trustee of the
Newler Trust dated
December 21, 1995

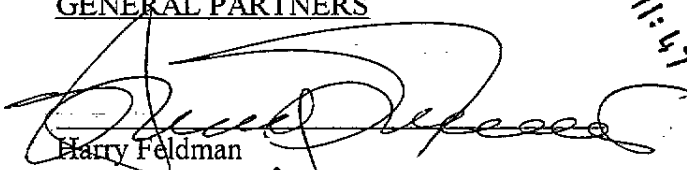

Philip Feld,
Co-Trustee of the Philip Feld
Living Trust


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


Bernard P. Epstein

X 
Sarah Pearce, as Executrix under
the Last Will and Testament of
Henry Pearce

GENERAL PARTNERS


Harry Feldman

X 
Leon Pearce

M.D. CARLISLE CORP. OF FLORIDA

By 
Harry Feldman, President

X Leon Pearce
Leon Pearce

X Leon Pearce
Leon Pearce as Executor under
the Last Will and Testament of
Jules Mayer

Lillian Sokol
Lillian Sokol

WITHDRAWING LIMITED PARTNER:

Theodore Newler
Theodore Newler

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STATE OF N.Y.
COUNTY OF Queens) SS:

On the 16 day of July, 1998, 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
MAX LEFFELHOLZ
NOTARY PUBLIC, State of New York
No. 4681426 Qualified in Nassau County
Commission Expires Sept. 30, 1998

STATE OF N.Y.
COUNTY OF Queens) SS:

On the 16 day of July, 1998, 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
MAX LEFFELHOLZ
NOTARY PUBLIC, State of New York
No. 4681426 Qualified in Nassau County
Commission Expires Sept. 30, 1998

STATE OF N.Y.
COUNTY OF Queens) SS:

On the 16 day of July, 1998, before me personally came THEODORE NEWLER, individually, and as Trustee of the Newler 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 N.Y.
COUNTY OF Queens) SS:

On the 16 day of July, 1998, before me personally came HAZEL NEWLER, as Trustee of the Newler Trust, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged to me that she executed the same.

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

STATE OF ny)
COUNTY OF Queens)SS:

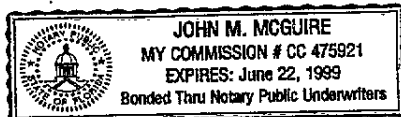
On the 20TH day of August, 1998, before me personally came PHILIP FELD, individually, and PHILIP FELD AND SELMA FELD, as Co-Trustees of the Philip Feld Living Trust, to me known to be the individuals described in and who executed the foregoing instrument, and acknowledged to me that they executed the same.

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STATE OF FLORIDA)
COUNTY OF PALM BEACH)SS:

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

On the 10TH day of AUGUST, 1998, 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.



STATE OF ny)
COUNTY OF Queens)SS:

John M. McGuire
Notary Public

On the 21 day of July, 1998, before me personally came SARAH PEARCE, as Executrix under the Last Will and Testament of Henry Pearce, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged to me that she executed the same.

Max Leffelholz

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

STATE OF ny)
COUNTY OF Queens)SS:

On the 21 day of July, 1998, 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
MAX LEFFELHOLZ
NOTARY PUBLIC, State of New York
No. 4681426 Qualified in Nassau County
Commission Expires Sept. 30, 1998

STATE OF NY)
COUNTY OF Queens) SS:

On the 21 day of July, 1998, before me personally came LEON PEARCE, the Executor under the Last Will and Testament of 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
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 27th day of August, 1998, 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.

Francis P. Kuo
Notary Public
my commission expires 8/31/99

STATE OF NY)
COUNTY OF Queens) SS:

On the 16 day of July, 1998, before me personally came HARRY FELDMAN, to me known, who, being by me duly sworn, did depose and say that he is 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 Leffelholz
Notary Public
MAX LEFFELHOLZ
NOTARY PUBLIC, State of New York
No. 4681426 Qualified in Nassau County
Commission Expires Sept. 30, 1998

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