



# A05936

ACCOUNT NO. : 072100000032

REFERENCE : 368560 4302267

AUTHORIZATION :

*Patricia Riquito*

COST LIMIT : \$ 52.50

ORDER DATE : September 8, 1999

ORDER TIME : 12:19 PM

000002982790--4

ORDER NO. : 368560-005

CUSTOMER NO: 4302267

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

New York, NY 10022

DOMESTIC AMENDMENT FILING

NAME: BUENA VISTA PARTNERS, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT/RESTATED LTD.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
99 SEP -9 PM 4:34

RECEIVED  
99 SEP -9 PM 4:36  
TALLAHASSEE, FLORIDA

*Mr 9/9/99*

**SECOND AMENDED  
AND  
RESTATED CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
BUENA VISTA PARTNERS, LTD.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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To the Secretary of State  
State of Florida

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

1. The present name of the Limited Partnership is Buena Vista Partners, Ltd.
2. The Limited 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, 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, and as further amended by the Fourth Amendment to the Certificate filed in the Office of the Secretary 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. Each such amendment is as follows:
  - (a) Harry Feldman has withdrawn as General Partner and Feldman Altamonte LLC, a Delaware limited liability company, having an address at 1701 Lee Road, Winter Park, Florida 32789, is hereby added as a General Partner.
  - (b) Leon Pearce has withdrawn as General Partner and Pearce Altamonte LLC, a Delaware limited liability company, having an address at 1350 Avenue of the Americas, Suite 2808, New York, New York 10019, 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 name of the Limited Partnership is Buena Vista Partners, Ltd.
  - SECOND: The principal office and mailing address of the Limited Partnership is 1701 Lee Road, Winter Park, Florida 32789.
  - THIRD: The name and address of each General Partner is as follows:

Feldman Altamonte LLC  
1701 Lee Road  
Winter Park, Florida 32789

m99000001371

Pearce Altamonte LLC  
1350 Avenue of the Americas, Suite 2808  
New York, New York 10019

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

M99000001372

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

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

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

SEVENTH: This 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 September 2, 1999

**GENERAL PARTNERS:**

FELDMAN ALTAMONTE LLC

By: [Signature]  
Harry Feldman, Member

PEARCE ALTAMONTE LLC

By: [Signature]  
Leon Pearce, Member

M.D. CARLISLE CORP. OF FLORIDA

By: [Signature]  
Harry Feldman, Chairman of the Board

**WITHDRAWING GENERAL PARTNERS**

[Signature]  
Harry Feldman

[Signature]  
Leon Pearce