

A06291

January 14, 1998

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-01/20/98--01112--002
*****52.50 *****52.50

Secretary of State
Division of Corporations
Attn: Charter Section
P. O. Box 6327
Tallahassee, FL 32314

Re: Amendment to Certificate of Limited Partnership
of Summit Associates, Ltd.

Dear Ladies and Gentlemen:

Enclosed please find an original and a copy of the
Amendment to Certificate of Limited Partnership for the
above-named Limited Partnership. In addition, please find
a check in the amount of \$52.50.

Please file the original of the enclosed Amendment to
Certificate of Limited Partnership and return a stamped
copy to the undersigned.

Thank you for your help and cooperation.

Sincerely,

SHERRY LEFKOWITZ HYMAN, ESQ.

Enclosure

A06291

Name	CR/123
Availability	
Document Examiner	CR
Updater	CR
Updater Verifier	CR
Acknowledgment	CR
W. P. Verifier	CR

FILED
98 JAN 20 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP

OF

SUMMIT ASSOCIATES, LTD.

The undersigned, being all of the withdrawing and remaining partners of SUMMIT ASSOCIATES, LTD., a Florida Limited Partnership (the "Partnership") existing pursuant to a Certificate of Limited Partnership filed with the Department of State of Florida on January 31, 1978, as amended and restated, desire to file this Amendment to Certificate of Limited Partnership pursuant to Section 620.109 of the Florida Uniform Limited Partnership Act, and do hereby certify and swear as follows:

1. The name of the Partnership is: SUMMIT ASSOCIATES, LTD.
2. The Certificate of Limited Partnership was filed on January 31, 1978..
3. The name, business address, and respective partnership interests of each of the Partners of the Partnership is hereby amended as follows:-

<u>Name</u>	<u>Address</u>	<u>Interest</u>
FRANKEL MANAGEMENT, INC.	200 Admirals Cove Blvd. Jupiter, FL 33477	4.9% General Partner
FRANKEL MANAGEMENT, INC.	200 Admirals Cove Blvd. Jupiter, FL 33477	1.96% Limited Partner
BENJAMIN FRANKEL	200 Admirals Cove Blvd. Jupiter, FL 33477	23.2% Limited Partner
WILLIAM FRANKEL	1845 Walnut Street Philadelphia, PA 19103	23.2% Limited Partner

THOMAS FRANKEL	200 Admirals Cove Blvd. Jupiter, FL 33477	7.733% Limited Partner
TRUST FBO ELIZABETH FRANKEL KLEIN U/A/T OF LEONARD FRANKEL	200 Admirals Cove Blvd. Jupiter, FL 33477	7.733% Limited Partner
ANDREW FRANKEL	390 Sconnettown Road West Chester, PA 19382	7.733% Limited Partner
BLJGJ CORPORATION	200 Admirals Cove Blvd. Jupiter, FL 33477	7.847% Limited Partner
ADAM, ROBERT, DEAN, INC.	1845 Walnut Street Philadelphia, PA 19103	7.847% Limited Partner
LATL, INC.	200 Admirals Cove Blvd. Jupiter, FL 33477	7.847% Limited Partner

IN WITNESS WHEREOF, the undersigned partners have caused this Amendment to Certificate of Limited Partnership Agreement of Summit Associates, Ltd. to be effective as of the 1st day of January, 1998.

REMAINING GENERAL PARTNER
FRANKEL MANAGEMENT, INC.

BY: _____

President

STATE OF FLORIDA
COUNTY OF PALM BEACH:

Before me, the undersigned authority, personally appeared Benjamin Frankel, as President of FRANKEL MANAGEMENT, INC., a Florida Corporation, and he acknowledged before me that he executed the foregoing instrument as the act and deed of said Corporation. He is personally known to me or produced _____ as identification.

Witness my hand and official seal this 31 day of December, 1997.



Notary Public, State of Florida

FILED

98 JAN 29 PM 3:00

FILED

90 JAN 20 PM 3:00

SECRET
STATE
TOLSON

REMAINING LIMITED PARTNER
FRANKEL MANAGEMENT, INC.

BY: [Signature]
President

STATE OF FLORIDA
COUNTY OF PALM BEACH:

Before me, the undersigned authority, personally appeared Benjamin Frankel, as President of FRANKEL MANAGEMENT, INC., a Florida Corporation, and he acknowledged before me that he executed the foregoing instrument as the act and deed of said Corporation. He is personally known to me or produced _____ as identification.

Witness my hand and official seal this 31 day of December, 1997.



[Signature]
Notary Public, State of Florida

REMAINING LIMITED PARTNER

BY: [Signature]
BENJAMIN FRANKEL

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared Benjamin Frankel and he acknowledged before me that he executed the foregoing instrument as the act and deed. He is personally known to me or produced _____ as identification.

Witness my hand and official seal this 31 day of December, 1997.



[Signature]
Notary Public
State of Florida

REMAINING LIMITED PARTNER

BY: _____

THOMAS FRANKEL

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared Thomas Frankel and he acknowledged before me that he executed the foregoing instrument in his free act and deed. He is personally known to me or produced _____ as identification.

Witness my hand and official seal this 31 day of December, 1997.



Notary Public
State of Florida

REMAINING LIMITED PARTNER
TRUST FBO ELIZABETH FRANKEL
KLEIN U/A/T OF LEONARD FRANKEL

By: _____

Trustee

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared Thomas Frankel, as Trustee of Trust FBO Elizabeth Frankel Klein U/A/T of Leonard Frankel, and he acknowledged before me that he executed the foregoing instrument as the act and deed of said Trust. He is personally known to me or produced _____ as identification.

Witness my hand and official seal this 31 day of December, 1997.

Notary Public
State of Florida

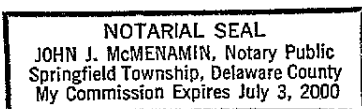


REMAINING LIMITED PARTNERBY: Andrew Frankel

ANDREW FRANKEL

STATE OF Bennoy Vanua
COUNTY OF Delaware

Before me, the undersigned authority, personally appeared Andrew Frankel and he acknowledged before me that he executed the foregoing instrument in his free act and deed. He is personally known to me or produced DRIVERS LICENSE as identification.

Witness my hand and official seal this 23rd day of December, 1997.John J. McMnamin
Notary Public
State of Florida Bennoy VanuaREMAINING LIMITED PARTNER
BLJGJ CORP.BY: Benjamin FrankelName: Benjamin Frankel
Title: Pres.

STATE OF FLORIDA

COUNTY OF PALM BEACH:

Before me, the undersigned authority, personally appeared Benjamin Frankel, as President of BLJGJ CORP., a Florida Corporation, and he acknowledged before me that he executed the foregoing instrument as the act and deed of said Corporation. He is personally known to me or produced _____ as identification.

Witness my hand and official seal this 31 day of December, 1997.Sherry Lefkowitz Hyman
Notary Public
State of Florida

FILED

98 JAN 20 PM 3:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REMAINING LIMITED PARTNER
ADAM, ROBERT, DEAN, INC.

BY: _____
Name: William Frankel
Title: Pres.

STATE OF FLORIDA

COUNTY OF PALM BEACH:

Before me, the undersigned authority, personally appeared William Frankel, as President of ADAM, ROBERT, DEAN, INC., a Florida Corporation, and he acknowledged before me that he executed the foregoing instrument as the act and deed of said Corporation. He is personally known to me or produced _____ as identification.

Witness my hand and official seal this _____ day of _____, 19____.

Notary Public
State of Florida

REMAINING LIMITED PARTNER
LATL, INC.

BY: _____
Name: Thomas Frankel
Title: Pres.

STATE OF FLORIDA

COUNTY OF PALM BEACH:

Before me, the undersigned authority, personally appeared Thomas Frankel, as President of LATL, INC., a Florida Corporation, and he acknowledged before me that he executed the foregoing instrument as the act and deed of said Corporation. He is personally known to me or produced _____ as identification.

Witness my hand and official seal this 31 day of December, 1997.

Notary Public
State of Florida



REMAINING LIMITED PARTNER

ADAM, ROBERT, DEAN, INC.

BY: [Signature]

Name: William Frankel

Title: Pres.

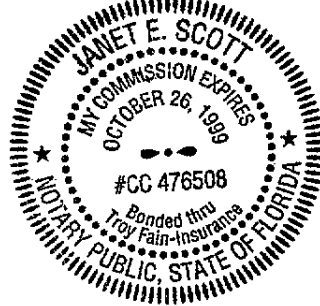
FILED
99 JAN 20 PM 3:00
SECRET
OFFICIAL
STATE
FLORIDA

STATE OF FLORIDA

COUNTY OF PALM BEACH:

Before me, the undersigned authority, personally appeared William Frankel, as President of ADAM, ROBERT, DEAN, INC., a Florida Corporation, and he acknowledged before me that he executed the foregoing instrument as the act and deed of said Corporation. He is personally known to me or produced _____ as identification.

Witness my hand and official seal this 31 day of Dec. 1997.



[Signature]
Notary Public
State of Florida

REMAINING LIMITED PARTNER

LATL, INC.

BY: [Signature]

Name: Thomas Frankel

Title: Pres.

STATE OF FLORIDA

COUNTY OF PALM BEACH:

Before me, the undersigned authority, personally appeared Thomas Frankel, as President of LATL, INC., a Florida Corporation, and he acknowledged before me that he executed the foregoing instrument as the act and deed of said Corporation. He is personally known to me or produced _____ as identification.

Witness my hand and official seal this 31 day of December, 1997.



[Signature]
Notary Public
State of Florida

WITHDRAWING GENERAL PARTNER
METRO JV, INC.

BY: Michael S. Ryan

Name: Michael S. Ryan

Title: President

98 JAN 29 PM 3:00

FILED

STATE OF NEW JERSEY:

COUNTY OF ESSEX:

Before me, the undersigned authority, personally appeared Michael S. Ryan, as President of METRO JV, INC., a New Jersey Corporation, and he acknowledged before me that he/she executed the foregoing instrument as the act and deed of said Corporation. He/She is personally known to me or produced _____ as identification.

Witness my hand and official seal this 19th day of December, 19 97.

Diane C. Werensly

Notary Public

State of New Jersey

DIANE C. WERENSLY
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires May 2, 2000

WITHDRAWING LIMITED PARTNER

MBL LIFE ASSURANCE CORPORATION

BY:

Name:

Michael S. Ryan

Title:

Senior Vice President

STATE OF NEW JERSEY:

COUNTY OF ESSEX:

Before me, the undersigned authority, personally appeared Michael S. Ryan, as Sr. Vice President of MBL LIFE ASSURANCE CORPORATION, a New Jersey Corporation, and he/she acknowledged before me that he/she executed the foregoing instrument as the act and deed of said Corporation. He/She is personally known to me or produced _____ as identification.

Witness my hand and official seal this 19th day of December, 1997.

Diane C. Werensly

Notary Public

State of New Jersey

DIANE C. WERENSLY
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires May 2, 2000

FILED

98 JAN 29 PM 3:00

SECRETARY OF STATE
TREASURY

WITHDRAWING LIMITED PARTNER
MUBEN REALTY COMPANY

BY: Michael S. Ryan
Name: Michael S. Ryan
Title: Vice President

STATE OF NEW JERSEY:

COUNTY OF ESSEX

Before me, the undersigned authority, personally appeared Michael S. Ryan, as Vice
President of MUBEN REALTY COMPANY, a New Jersey Corporation, and he/she
acknowledged before me that he/she executed the foregoing instrument as the act and deed of
said Corporation. He/She is personally known to me or produced _____ as
identification.

Witness my hand and official seal this 19th day of December, 19 97.

Diane C. Werensly
Notary Public
State of New Jersey

DIANE C. WERENSLY
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires May 2, 2000