

MAR 3 2008 11:13AMons C S C

NO. 088 P. 1 of 1

A06992

Florida Department of State
Division of Corporations
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Kathy Delle
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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION

HERFORD ASSOCIATES LIMITED PARTNERSHIP

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$105.00

G. MCLEOD

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EXAMINER

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**AMENDMENT TO CERTIFICATE OF AUTHORITY
FOR
FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is:

Herford Associates Limited Partnership

2. The jurisdiction of its formation is: Connecticut

3. The date the entity was authorized to transact business in Florida is: 11/21/78

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:

*Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.
Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.*

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

Name:

Business Address:

Herford UTGP LLC

c/o Greyhawk Capital Advisors LLC
340 Pamberwick Road, 1st Floor
Greenwich, CT 06831

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6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

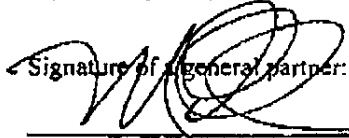
8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

☐ The entity elects to be a limited liability limited partnership.

☐ The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days olds, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. Effective date, if other than the date of filing: _____
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature of General Partner: 

Typed or printed name:

Mark L. Plaumann, Manager of Herford UTGP LLC, General Partner

Filing Fee:	\$52.50
Certified Copy (optional):	\$52.50
Certificate of Status (optional):	\$8.75

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SECRETARY OF THE STATE
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FIFTH CERTIFICATE AMENDING CERTIFICATE OF FORMATION OF
LIMITED PARTNERSHIP
OF
HERFORD ASSOCIATES LIMITED PARTNERSHIP

The undersigned, a Withdrawing General Partner and the new General Partner of Herford Associates Limited Partnership, a Connecticut limited partnership (the "Partnership"), desiring to amend the Certificate of Formation of Limited Partnership of the Partnership (the "Certificate"), under the revised Uniform Limited Partnership Act as adopted in the State of Connecticut, certify as follows:

1. The name of the Partnership is Herford Associates Limited Partnership.
2. The date of filing of the original Certificate of Limited Partnership is December 27, 1977.

3. The Certificate is hereby amended as follows:

Herford UTGP LLC, a Delaware limited liability company with an address at c/o Grayhawke Capital Advisors, 340 Pemberwick Road, First Floor, Greenwich, CT 06831, has been admitted as the General Partner of the Partnership.

Benjamin S. Klapper and Sidney Ingber have withdrawn as General Partners of the Partnership.

IN WITNESS WHEREOF, Benjamin S. Klapper, as a Withdrawing General Partner of the Partnership, has herunto executed this Certificate the 12th day of August, 2007, and he affirms, under the penalties of false statement, that the statements contained herein are true.

A WITHDRAWING GENERAL PARTNER




Benjamin S. Klapper

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IN WITNESS WHEREOF, Mark L. Plaumann, a Manager of Aspen Management Company, LLC, a member of Herford UTGP, LLC, the new General Partner of the Partnership, has hereunto executed this Certificate the 14 day of August, 2007, and he affirms, under the penalties of false statement, that the statements contained herein are true.

HERFORD UTGP LLC,
New General Partner

By: Aspen Management Company, LLC,
A Member

By 
Mark L. Plaumann
A Manager

