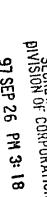


ACCOUNT NO. : 072100000032 REFERENCE: 533547 4300043 AUTHORIZATION ORDER DATE: September 17, 1997 ORDER TIME : 11:28 AM ORDER NO. : 533547-500 900002298259--0 4300043 CUSTOMER NO: CUSTOMER: Mr. Andrew S. Borrok Proskauer Rose Llp 1585 Broadway New York, NY 10036-8299 FOREIGN FILINGS DENPORT ASSOCIATES LIMITED NAME: PARTNERSHIP CORPORATE PROFIT LIMITED PARTNERSHIP NON-PROFIT XXXX AMENDMENT PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING CONTACT PERSON: Andrew Cumper





FLORIDA DEPARTMENT OF STATI Sandra B. Mortham Secretary of State

September 19, 1997

ANDREW CUMPER CSC NETWORKS TALLAHASSEE, FL.

SUDMISSION CARE OF WITH A SUBJECT: DENPORT ASSOCIATES LIMITED PARTNERSHIP

Ref. Number: A08879

We have received your document for DENPORT ASSOCIATES LIMITED PARTNERSHIP and the authorization to debit your account in the amount of \$52.50. However, the document has not been filed and is being returned for the following:

Before this Amendment can be filed, the new general partner - DASIS ASSOCIATES LLC -- will have to qualify in Florida.

ALSO, PLEASE list an address for the new general partner.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr Corporate Specialist

Letter Number: 397A00046641

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CERTIFICATE OF AMENDMENT APPLICATION FOR REGISTRATION DENPORT ASSOCIATES LIMITED PARTNERSHIP

Pursuant to the provisions of section 610.173, Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

Dasis Associates LLC is the general partner. Dasis Associates LLC is a New York limited liability company resulting conversion of Dasis Associates LLC is a New York limited liability company resulting from the conversion of Dasis Associates, a New York general partnership (the former general partner of Denport Associates Limited Partnership), into a limited liability company. The address of the general partner is c/o Newkirk Management Co., L.P., 500 W. Putnam Avenue, Greenwich, CT 06830.

> [See attached signature page] (Typed or printed name of General Partner signing above)

DENPORT ASSOCIATES LIMITED PARTNERSHIP

Dasis Associates LLC, general partner By:

> Dasis Manager LLC, managing mem By:

> > Name: JAY Title: a member