

A11613

Bodzin & Golub, P.C.

ATTORNEYS AT LAW

STEPHEN A. BODZIN
MICHAEL J. GOLUB

SUITE 329
1156 15TH STREET, N.W.
WASHINGTON, D.C. 20005

Telephone: (202) 785-8887
Facsimile: (202) 785-8882

October 16, 1998

Secretary of State of Florida
Limited Partnership Division
P.O. Box 6327
Tallahassee, Florida 32314

800002668998--6
-10/21/98--01045--004
****105.00 ****105.00

Re: Danzansky Family Associates Ltd.

Dear Sir or Madam:

A11613

We are enclosing two original Certificates of Amendment for the above-referenced partnership which exists under Florida law. Please cause one copy of the Amendment to be filed and cause the second copy to be certified and returned to us.

Also enclosed is a check in the amount of \$105.00 to cover the filing fee (\$52.50) and the fee for a certified copy (\$52.50).

If you have any questions, please feel free to give me a call.

Sincerely yours,

Patricia K. Porter

Patricia K. Porter
Secretary to Mr. Bodzin

/pp
Enclosures
filing-98
cc: Ms. Ethel E. Danzansky
Mr. Richard F. Danzansky
Stephen I. Danzansky, Esq.
Leesa Owen, CPA

FILED
99 OCT 21 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
PURSUANT TO FLORIDA STATUTES 620.109
OF
DANZANSKY FAMILY ASSOCIATES LTD.

A. Name : DANZANSKY FAMILY ASSOCIATES LTD.

B. Address : 3802 N.E. 207th Street
Apartment 2101
Aventura, Florida 33180

C. Registered Agent : Richard F. Danzansky
3802 N.E. 207th Street
Apartment 2101
Aventura, Florida 33180

D. General Partners : Richard F. Danzansky
3802 N.E. 207th Street
Apartment 2101
Aventura, Florida 33180

: Ethel E. Danzansky
5610 Wisconsin Avenue
Apartment 508
Chevy Chase, MD 20815

: Stephen I. Danzansky
3609 Edmunds Street, N.W.
Washington, D.C. 20007

E. Mailing Address : 3802 N.E. 207th Street
Apartment 2101
Aventura, Florida 33180

F. Latest Dissolution Date : December 31, 2029

G. Date of Filing of
Original Certificate : December 7, 1981


H. Date of Amended
Certificate : January 1, 1997

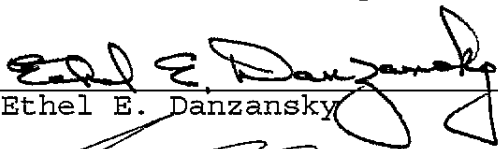
Additional terms of the Amendment to the Amended Certificate of Limited Partnership are set forth in the Amendment to the Limited Partnership Agreement and Certificate of Limited Partnership of Danzansky Family Associates Ltd., which is being filed

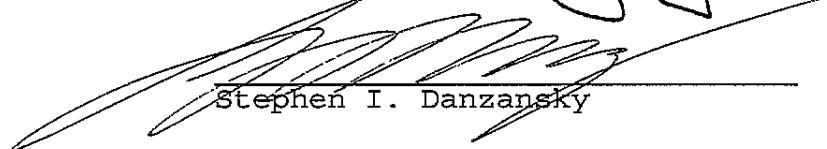
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contemporaneously with this Amendment to Certificate of Limited Partnership.

General Partners:


Richard F. Danzansky


Ethel E. Danzansky


Stephen I. Danzansky

~~STATE OF~~ District of
~~COUNTY OF~~ Columbia

I HEREBY CERTIFY that on this 21st day of NOV., 1997, before me an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared RICHARD F. DANZANSKY, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same as his free act and deed for the uses and purposes herein mentioned.

WITNESS my hand and official in the County and State last aforesaid this 21st day of November, 1997.


Notary Public

I FURTHER CERTIFY that RICHARD F. DANZANSKY is personally known to me.

OR

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I FURTHER CERTIFY that RICHARD F. DANZANSKY produced

N/A

as identification.

Patricia K. Porter

Notary Public

Typed Name Patricia K. Porter

My Commission Expires: 2-14-99

Commission No.:

State of _____

~~STATE OF~~ District of

~~COUNTY OF~~ Columbia

I HEREBY CERTIFY that on this 21st day of NOV. 1997, before me an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared ETHEL E. DANZANSKY, to me known to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same as her free act and deed for the uses and purposes herein mentioned.

WITNESS my hand and official in the County and State last aforesaid this 21st day of November, 1997.

Patricia K. Porter

Notary Public

I FURTHER CERTIFY that ETHEL E. DANZANSKY is personally known to me.

OR

I FURTHER CERTIFY that ETHEL E. DANZANSKY produced

N/A

as identification.

Patricia K. Porter

Notary Public

Typed Name Patricia K. Porter

My Commission Expires:

Commission No.: 2-14-99

State of _____

~~STATE OF~~ District of
~~COUNTY OF~~ Columbia

I HEREBY CERTIFY that on this 21st day of November, 1997, before me an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared STEPHEN I. DANZANSKY, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same as his free act and deed for the uses and purposes herein mentioned.

WITNESS my hand and official in the County and State last aforesaid this 21st day of November, 1997.

Patricia K. Porter
Notary Public, District of Columbia

I FURTHER CERTIFY that STEPHEN I. DANZANSKY is personally known to me.

OR

I FURTHER CERTIFY that STEPHEN I. DANZANSKY produced

_____ as identification.

Patricia K. Porter
Notary Public
Typed Name Patricia K. Porter
My Commission Expires: 2-14-99
Commission No.: -
State of _____

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TALLAHASSEE, FLORIDA

AMENDMENT
TO
LIMITED PARTNERSHIP AGREEMENT
AND
CERTIFICATE OF LIMITED PARTNERSHIP
OF
DANZANSKY FAMILY ASSOCIATES LTD.

THIS AMENDMENT is made and entered into for all purposes and in all respects as of the 1st day of January, 1997, by and among the undersigned parties.

R E C I T A L S:

A. Danzansky Family Associates Ltd. (the "Partnership") is a State of Florida limited partnership formed and presently existing pursuant to an Amended and Restated Limited Partnership Agreement (the "Agreement") and an Amended Certificate of Limited Partnership (the "Certificate") dated effective June 19, 1989. Ethel E. Danzansky, Stephen I. Danzansky, and prior to this amendment First Barnabbie, Inc. were are the General Partners of the Partnership.

B. The parties hereto desire to amend the Agreement and Certificate to reflect the resignation of First Barnabbie as a General Partner of the Partnership and the substitution of Richard F. Danzansky as a substitute General Partner of the Partnership.

NOW, THEREFORE, in consideration of the foregoing, of the mutual promises herein contained, and of other good and valuable consideration, the receipt and sufficiency of which is

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TALLAHASSEE, FLORIDA

hereby acknowledged, the undersigned parties agree, and do hereby amend the Limited Partnership Agreement and the Amended Certificate of Limited Partnership of DANZANSKY FAMILY ASSOCIATES LTD. as follows:

1. First Barnabbie, Inc. hereby assigns its 57.13 units of general partnership interest in the Partnership to Richard F. Danzansky, and hereby withdraws as a General Partner of the Partnership.

2. Effective as of the date hereof, Richard F. Danzansky is hereby admitted as a General Partner of the Partnership with 57.13 units of general partnership interest in the Partnership. The execution of this Amendment by Richard F. Danzansky shall constitute his agreement to all of the terms and provisions of the Limited Partnership Agreement and Restated Certificate of Limited Partnership of the Partnership, as amended.

3. The present Exhibit A of the Limited Partnership Agreement and the Amended Certificate of Limited Partnership of the Partnership is hereby deleted, and the Exhibit A attached hereto and incorporated herein by this reference shall be the Exhibit A of the Limited Partnership Agreement and the Amended Certificate of Limited Partnership of the Partnership, as amended.

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4. The signing of this Amendment by the Limited Partners of the Partnership does and shall constitute the consent of the Limited Partners to said resignation and the substitution of Richard F. Danzansky as a General Partner of the Partnership, and any present or future references to the terms "Partner(s)" or "General Partner" by the Limited Partnership Agreement or the Amended Certificate of Limited Partnership, or any amendment thereto, shall be deemed to include Richard F. Danzansky to the extent of the 57.13 units of general partnership interest assigned to him by the resigning General Partner.

5. Except as hereby amended, the Limited Partnership Agreement and the Restated Certificate of Limited Partnership of the Partnership is hereby affirmed in all respects.

IN WITNESS WHEREOF, the parties hereto have each executed this Amendment under seal effective on the date hereinabove first written.

WITNESS:

Lauranette Badin

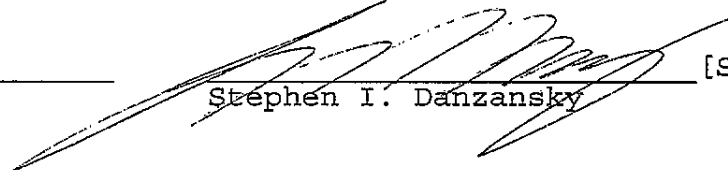
GENERAL PARTNERS:

Ethel E. Danzansky
Ethel E. Danzansky

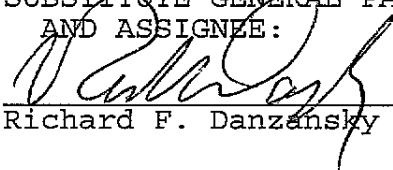
[Signatures continued on Page 4]

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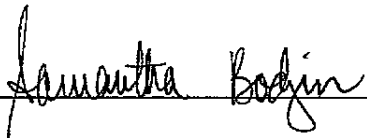

[Signatures continued from Page 3]

 [SEAL]
Stephen I. Danzansky

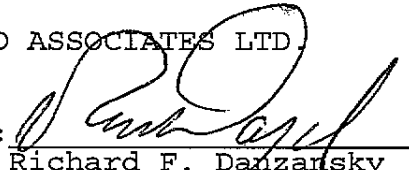
SUBSTITUTE GENERAL PARTNER
AND ASSIGNEE:

 [SEAL]
Richard F. Danzansky

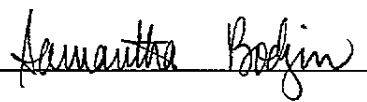

LIMITED PARTNERS:

 _____
 [SEAL]
Ethel E. Danzansky, Preference
Partner


RFD ASSOCIATES LTD.

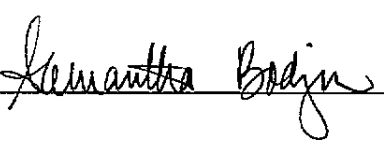
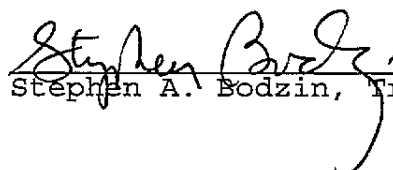
By:  [SEAL]
Richard F. Danzansky

JOSEPH B. DANZANSKY FAMILY
1979 FAMILY TRUST

 _____
By:  [SEAL]
Ethel E. Danzansky, Trustee.

By:  [SEAL]
Stephen I. Danzansky, Trustee

By:  [SEAL]
Richard F. Danzansky, Trustee

 _____
By:  [SEAL]
Stephen A. Bodzin, Trustee

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TALLAHASSEE, FLORIDA

EXHIBIT A

AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
DANZANSKY FAMILY ASSOCIATES LTD.

| <u>Name and Address</u> | <u>Value of Initial Capital Contribution</u> | <u>Units of Partnership Interest</u> |
|---|--|--|
| <u>General Partners</u> | | |
| Ethel E. Danzansky 5610 Wisconsin Avenue Apartment 508 Chevy Chase, Maryland 20815 | \$ 1,000 | 57.13 |
| Richard F. Danzansky One Island Place Tower II 3802 N.E. 207th Street, #2101 Aventura, Florida 33180 | \$ 1,000 | 57.13 |
| Stephen I. Danzansky 3609 Edmunds Street, N.W. Washington, D.C. 20007 | \$ 1,000 | 57.13 |

Limited Partners

Preference Partner

| | |
|---|-------------|
| Ethel E. Danzansky 5610 Wisconsin Avenue Apartment 508 Chevy Chase, Maryland 20815 | \$1,149,390 |
|---|-------------|

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TALLAHASSEE, FLORIDA

| <u>Name and Address</u> | <u>Value of Initial Capital Contribution</u> | <u>Units of Partnership Interest</u> |
|--|--|--|
| <u>Class B Partners</u> | | |
| Stephen I. Danzansky 3609 Edmunds Street, N.W. Washington, D.C. 20007 | \$ 99,000 | 5,655.89 |
| RFD Associates Ltd. Richard F. Danzansky One Island Place Tower II 3802 N.E. 207th Street, #2101 Aventura, Florida 33180 | \$ 99,000 | 5,655.89 |
| Joseph B. Danzansky 1979 Family Trust c/o Stephen A. Bodzin 1156 15th Street, N.W. Suite 329 Washington, D.C. 20005 | \$ 399,997 | 22,851.92 |

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TALLAHASSEE, FLORIDA

Patricia K. Porter
 Notary Public
 Typed Name Patricia K. Porter
 My Commission Expires: 2-14-99
 Commission No.:
 State of _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~STATE OF~~ District of
~~COUNTY OF~~ Columbia

I HEREBY CERTIFY that on this 21st day of Nov, 1997,
before me personally appeared RICHARD F. DANZANSKY, who is
personally known to me or who has produced the identification
identified below, who is the person described in and who executed
the foregoing instrument, and who after being duly sworn says that
the execution hereof is his free act and deed for the uses and
purposes herein mentioned.

WITNESS my hand and official seal in the County and State last
aforesaid this 21st day of November, 1997.

I FURTHER CERTIFY that RICHARD F. DANZANSKY is:

X To me personally known; or
Identified by Driver's License Number _____
Issued by the State of _____.

Patricia K. Porter
Notary Public
Typed Name Patricia K. Porter
My Commission Expires: 2-14-99
Commission No.: _____
State of _____

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