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# Bodzin & Golub, P.C.

ATTORNEYS AT LAW

STEPHEN A. BODZIN  
RISE H. AIN

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

MICHAEL J. GOLUB  
Of Counsel

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

October 23, 2003

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

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Re: Danzansky Family Associates Ltd.

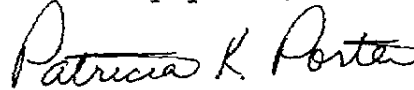
Dear Sir or Madam:

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  
Secretary to Mr. Bodzin

/pp

Enclosures

cc: Mr. Richard F. Danzansky

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	:	6367 N.W. 26th Terrace Boca Raton, Florida 33496
C. Registered Agent	:	Richard F. Danzansky 6367 N.W. 26th Terrace Boca Raton, Florida 33496
D. General Partners	:	Richard F. Danzansky 6367 N.W. 26th Terrace Boca Raton, Florida 33496
	:	Stephen I. Danzansky 3609 Edmunds Street, N.W. Washington, D.C. 20007
E. Mailing Address	:	6367 N.W. 26th Terrace Boca Raton, Florida 33496
F. Latest Dissolution Date	:	December 31, 2029
G. Date of Filing of Original Certificate	:	December 7, 1981
H. Date of Amended Certificate	:	July 1, 2003

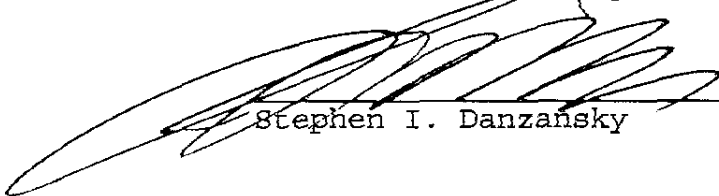
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Additional terms of the Amendment to the Amended Certificate of Limited Partnership are set forth in the Amendment to the Limited Partnership Agreement and Certificate of Limited Partnership of Danzansky Family Associates Ltd., which is being filed

contemporaneously with this Amendment to Certificate of Limited Partnership. This document is duly executed and is being filed in accordance with Section 620.109, Florida Statutes.

General Partners:

  
Richard F. Danzansky

  
Stephen I. Danzansky


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

I HEREBY CERTIFY that on this 11 day of July, 2003, before me personally appeared RICHARD F. DANZANSKY, as General Partner, 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.

SWORN TO AND SUBSCRIBED before me the undersigned Notary Public by my hand and official seal, the day and year last aforesaid.

X To me personally known  
Identified by Driver's License Number \_\_\_\_\_  
Issued by the State of \_\_\_\_\_.

  
Notary Public  
Typed Name Patricia K. Porter  
My Commission Expires: 2-14-04  
Commission No.: \_\_\_\_\_  
State of \_\_\_\_\_

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

I HEREBY CERTIFY that on this 11 day of July, 2003,  
before me personally appeared STEPHEN I. DANZANSKY, as General  
Partner, 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.

SWORN TO AND SUBSCRIBED before me the undersigned Notary Public by  
my hand and official seal, the day and year last aforesaid.

X To me personally known  
Identified by Driver's License Number \_\_\_\_\_  
Issued by the State of \_\_\_\_\_.

Patricia K. Porter  
Notary Public  
Typed Name Patricia K. Porter  
My Commission Expires: 2-14-04  
Commission No.: \_\_\_\_\_  
State of \_\_\_\_\_

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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 July, 2003, by and among the undersigned parties.

R E C I T A L S:

A. Danzansky Family Associates Ltd. (the "Partnership" 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. Prior to this Amendment, Ethel E. Danzansky, Stephen I. Danzansky, and Richard F. Danzansky were the General Partners of the Partnership.

B. Ethel E. Danzansky has resigned as a General Partner of the Partnership and desires that her units of partnership interest be converted to Class B Limited Partnership units of partnership interest.

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C. The parties hereto desire to amend the Agreement and Certificate to reflect the resignation of Ethel E. Danzansky as a General Partner and the conversion of her units of general partnership interest into Class B Limited Partnership units.

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 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. Effective as of the date hereof, Ethel E. Danzansky resigns as a General Partner of the Partnership.

2. Effective as of the date hereof, the units of general partnership interest held by Ethel E. Danzansky are converted to Class B limited partnership units, and Ethel E. Danzansky is hereby admitted as a substituted Class B Limited Partner of the Partnership with 57.13 units of limited partnership interest in the Partnership. By signing this Amendment, Ethel E. Danzansky agrees to be a Class B Limited Partner and agrees 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.

4. The signing of this Amendment by the remaining General Partners of the Partnership, for themselves and for each Limited Partner pursuant to the power of attorney set forth in the Partnership Agreement, does and shall constitute the consent of the Partners to said substitution of Ethel E. Danzansky as a Class B Limited Partner of the Partnership, and any present or future references to the terms "Partner(s)" or "Limited Partner" by the Limited Partnership Agreement or the Amended Certificate of Limited Partnership, or any amendment thereto, shall be deemed to include Ethel E. Danzansky to the extent of the 57.13 units of Class B limited partnership interest converted hereunder.



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:

GENERAL PARTNERS, for themselves  
and for each Limited Partner:

Gailga Wright

Stephen I. Danzansky

[SEAL]

Gailga Wright

Richard F. Danzansky

[SEAL]

RESIGNING GENERAL PARTNER:

Gailga Wright

Ethel E. Danzansky

[SEAL]

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>		
Richard F. Danzansky 6367 N.W. 26th Terrace Boca Raton, Florida 33496	\$ 1,000	57.13
Stephen I. Danzansky 3609 Edmunds Street, N.W. Washington, D.C. 20007	\$ 1,000	57.13
<u>Limited Partners</u>		
<u>Preference Partner</u>		
Ethel E. Danzansky 5610 Wisconsin Avenue Apartment 508 Chevy Chase, Maryland 20815	\$1,149,390	65,664.91
<u>Class B Partners</u>		
Stephen I. Danzansky 3609 Edmunds Street, N.W. Washington, D.C. 20007	\$ 99,000	5,655.89

<u>Name and Address</u>	<u>Value of Initial Capital Contribution</u>	<u>Units of Partnership Interest</u>
<u>Class B Partners</u>		
RFD Associates, LLC Richard F. Danzansky, Managing Member 6367 N.W. 26th Terrace Boca Raton, Florida 33496	\$ 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
Ethel E. Danzansky 5610 Wisconsin Avenue Apartment 508 Chevy Chase, Maryland 20815	\$ 1,000	57.13

STATE OF District of  
COUNTY OF Columbia

I HEREBY CERTIFY that on this 11 day of July, 2003,  
before me personally appeared ETHEL E. 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 her 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 \_\_\_\_ day of \_\_\_\_\_, 2003.

I FURTHER CERTIFY that ETHEL E. 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: 2-14-04  
Commission No.: \_\_\_\_\_  
State of \_\_\_\_\_

STATE OF District of  
COUNTY OF Columbia

I HEREBY CERTIFY that on this 11 day of July, 2003,  
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 \_\_\_\_ day of \_\_\_\_\_, 2003.

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: 2-14-04  
Commission No.: \_\_\_\_\_  
State of \_\_\_\_\_

STATE OF District of  
COUNTY OF Columbia

I HEREBY CERTIFY that on this 11 day of July, 2003, before me personally appeared STEPHEN I. 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 \_\_\_\_\_ day of \_\_\_\_\_, 2003.

I FURTHER CERTIFY that STEPHEN I. 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: 2-14-04  
Commission No.: \_\_\_\_\_  
State of \_\_\_\_\_

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