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FROM: SCHARLIN, LANZETTA, COHEN, COBB & EBIN  
CONTACT: MARY FAWKES  
PHONE: (305)358-4222

ACCT#: 075444001523

FAX #: (305)358-0602

NAME: OAK GROVE GROUP, LTD.

AUDIT NUMBER.....H97000013939

DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT

CERT. OF STATUS..0

PAGES..... 6

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**CERTIFICATE OF AMENDMENT OF  
LIMITED PARTNERSHIP CERTIFICATE  
AND AGREEMENT OF OAK GROVE GROUP, LTD.**

Original Filing Date December 30, 1981

The undersigned, desiring to amend (1) the Amended and Restated Certificate of Limited Partnership dated April 1, 1982, filed with the Florida Department of State on January 4, 1993, as thereafter amended by Certificates of Amendment filed with said Department on May 23, 1984, April 26, 1987, and April 13, 1992 (as so amended, the "Limited Partnership Certificate") and (2) the Amended and Restated Agreement of Limited Partnership dated April 1, 1982, as amended by Amendment thereto dated March 25, 1987 (as so amended, the "Partnership Agreement") of OAK GROVE GROUP, LTD., a Florida limited Partnership, do hereby agree as follows, effective August 11, 1997:

I. LIMITED PARTNERSHIP CERTIFICATE. The Limited Partnership Certificate is amended in the following respects:

A. Article III. Article III of the Limited Partnership Certificate is amended to read as follows:

"III. The principal place of business of the Partnership is c/o The Palindrome Corporation, (a New York corporation), 1185 Avenue of the Americas, New York, New York 10036."

B. Article IV. Article IV of the Limited Partnership Certificate is amended to reflect the withdrawal of Burton R. Kassell as a general partner. Accordingly, Article IV of the Limited Partnership Certificate is amended in its entirety to read as follows:

"The name and place of residence of the sole general partner is:

The Palindrome Corporation - 853639  
(a New York corporation)  
1185 Avenue of the Americas  
New York, New York 10036."

C. Article VI. Article VI of the Limited Partnership Certificate is amended to add Section VI D. which reads:

"Converted Limited Partner: \$95.00."

D. Article VII. Article VII A. of the Limited Partnership Certificate is amended to read:

"The Class A, Class B, Class C and the Converted Limited Partners have not agreed to make any additional contributions to the Partnership".

Prepared by:  
Linda Klein, Esq.  
Scharin, Lanzetta, Cohen,  
Cobb & Ebin  
1890 S.W. 1st Avenue  
Miami, Florida 33129  
Fla. Bar No. 8818890

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E. Article VIII. Article VIII of the Limited Partnership Certificate is amended in the following respects:

1. Paragraph VIII C.2 is amended to read:

"Second, to the Partners other than the Class A Limited Partners, an aggregate amount equal to 17/83rds of the amount distributed during such fiscal year under the provisions of subparagraph 1 of this Paragraph C, all such aggregate amounts being distributed 5/17ths to the Class B Limited Partners, 10/17ths to the Class C Limited Partners, 1/17 to the Converted Limited Partner, and 1/17 to the General Partner."

2. Paragraph VIII C.3 is amended to read:

"The balance, if any, to the Partners, in the following proportions:

<u>Class A Limited Partners</u> , at the rate of 3.32% per Class A Unit:	83%
<u>Class B Limited Partners</u> :	5%
<u>Class C Limited Partners</u> :	10%
<u>All Other Limited Partners</u> :	1.9%
<u>General Partner</u> :	0.1%

II. PARTNERSHIP AGREEMENT. The Partnership Agreement is amended in the following respects:

A. Definitions. Article I of the Partnership Agreement is amended to provide that the following terms, as used in the Partnership Agreement shall have the following respective meanings:

"Converted Limited Partner" means Kassell, in his capacity as the holder of a limited partnership interest by conversion of his general partnership interest pursuant to Section 11.3 hereof. Such conversion shall not affect Kassell's pre-existing status as a Class B Limited Partner.

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"General Partners" or "General Partner" means Palindrome (in its capacity as a General Partner) and any successors or substitutes as general partner of the Partnership.

"Limited Partners" means the Class A, Class B, Class C and the Converted Limited Partner, as constituted from time to time; and any reference to a "Limited Partner" shall be to any one of the Limited Partners at the time to which such reference relates.

B. Capital; Allocation of Net Profits and Net Losses; Proceeds. Sections 4.1, 7.1 and 8.1.7, respectively, of the Partnership Agreement are amended to reflect that, as a result of the conversion of Kassell's general partnership interest to a Limited Partner's interest in accordance with Section 11.3:

1. The General Partner's contribution to the capital of the Partnership is \$5.00, and the Converted Limited Partner's contribution to the capital of the Partnership is \$95.00 and that in all other respects, the Partners' contributions to the capital of the Partnership are as previously set forth in Section 4.1 of the Partnership Agreement;

2. Net Profits and Net Losses for each fiscal year shall be allocated 1.9% to the Converted Limited Partner, 1% to the General Partner, and in all other respects, as presently set forth in Section 7.1 of the Partnership Agreement; and

3. The amount of net cash proceeds realized by the Partnership in connection with the refinancing of any Mortgage or upon the sale of the Property or of any interest therein, which is applied or distributed under Section 8.1.7 of the Partnership Agreement, shall be applied or distributed as follows:

General Partner	1.125%
Class A Limited Partners	50%
Class B Limited Partners	5%
Class C Limited Partners	22.5%
Converted Limited Partner	21.375%

III. No Implied Modification. Except as expressly modified herein, the Limited Partnership Certificate and the Partnership Agreement remain in full force and effect without modification.

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IN WITNESS WHEREOF, the undersigned have duly made, signed, acknowledged, and sworn to this Certificate this 19th day of August, 1997, effective August 11, 1997.

GENERAL PARTNER:

THE PALINDROME CORPORATION

By:

Burton R. Kassell, President

LIMITED PARTNERS:

Class A Limited Partners:

Narayan H. Amarnani  
Harold Dachs  
Harvey Dachs  
EFGR Associates  
Gittleman Bernstein & Podgany  
Miriam Golombeck  
Arnold Grahame  
Richard A. Hunter  
John D. Kousi  
Stuart Kreisler  
Lawrence C. Leeds  
Joel B. Leff  
James A. Levitan  
Peter A. Lusk  
Bruce M. Male  
Samuel L. Melamed  
Edward H. Meyer  
Larry M. Miller  
Peter P. Mullen  
Judah Munk  
Mark L. Navins  
Susan Z. Nicholson  
Oak Grove Company  
I.M. Pei  
Leo Pomeranz  
Norbert Pomeranz  
Frank C. Puleo  
Ivan Shapiro  
Arthur Sigular  
L. Arne Skillbred  
Martin L. Sorger  
Kiyotaro G. Sugahara  
Alton L. Warren  
Harvey J. Weid

By:

Burton R. Kassell,  
Attorney-in-Fact

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Class B Limited Partners:

Narayan H. Amarnani  
Harold Dachs  
Epstein Furlong Greebel  
& Rosenberg  
Alan S. Honig  
Richard A. Hunter  
Burton R. Kassell  
Anthony Leeds  
James A. Levitan  
Bruce M. Male  
Edward H. Meyer  
Larry M. Miller  
Elayne Mitchell  
Peter P. Mullen  
Judah Munk  
Susan Z. Nicholson  
Oak Grove Company  
I.M. Pei  
Richard R. Ripley  
Saul N. Rottenbach  
Arthur Sicular  
Norma Taylor

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By:

Burton R. Kassell,  
Individually and as  
Attorney-in-Fact

Class C Limited Partner:

OAK GROVE ASSOCIATES

By:

Richard A. Nicholson,  
General Partner

Converted Limited Partner:

Burton R. Kassell

STATE OF New York )  
COUNTY OF New York ) SS

On the 19th day of August, 1997, before me appeared  
BURTON R. KASSELL, to me personally known, who, being by me duly  
sworn, did say that he is the duly constituted Attorney-in-Fact  
for the Class A, B and C Limited Partners named on the foregoing  
instrument; that the foregoing instrument is true and correct and

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that the foregoing instrument was signed by him individually and under duly executed Powers of Attorney of said persons, and acknowledged said instrument to be his free act and deed and the free act and deed of such persons.

JANET SMIGELSKI  
Notary Public, State of New York  
No. 01SM5057819  
Qualified in Nassau County  
Commission Expires March 25, 1998

Janet Smigelski  
NOTARY PUBLIC, State of New York  
(Print, Type or Stamp Name)  
Commission No. \_\_\_\_\_  
My commission expires: \_\_\_\_\_

STATE OF New York }  
COUNTY OF New York } SS

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of August, 1997 by Burton R. Kassell, as President of THE PALINDROME CORPORATION, a New York corporation, on behalf of that corporation. He is personally known to me or produced \_\_\_\_\_ as identification.

JANET SMIGELSKI  
Notary Public, State of New York  
No. 01SM5057819  
Qualified in Nassau County  
Commission Expires March 25, 1998

Janet Smigelski  
NOTARY PUBLIC, State of New York  
(Print, Type or Stamp Name)  
Commission No. \_\_\_\_\_  
My commission expires: \_\_\_\_\_

I:\LB\OAKGROVE\KASSELL.RBS\CALPC

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