

ACCOUNT NO. :

072100000032

REFERENCE :

530344

4300043

AUTHORIZATION :

COST LIMIT

900002298799--5

ORDER DATE : September 15, 1997

ORDER TIME :

2:08 PM

ORDER NO. : 530344-105

CUSTOMER NO:

4300043

CUSTOMER: Mr. Andrew S. Borrok

Proskauer Rose Llp

1585 Broadway

New York, NY 10036-8299

FOREIGN FILINGS

NAME:

WALDREST ASSOCIATES LIMITED

PARTNERSHIP

PROFIT

NON-PROFIT

97 SEP 19 PH 4: 43
DIVISION OF CORPORATE
CORPORATE
LIMITED PARTNERSHIPS
LIMITED PARTNERSHIPS

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 STATE Sandra B. Mortham Secretary of State

September 22, 1997

ANDREW CUMPER CSC NETWORKS TALLAHASSEE, FL

SUBJECT: WALDREST ASSOCIATES LIMITED PARTNERSHIP

Ref. Number: A13628

We have received your document for WALDREST 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 -- JAZAR 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: 197A00046745

CERTIFICATE OF AMENDMENT TO APPLICATION FOR REGISTRATION OF WALDREST 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:

The registration application is amended to reflect the following:

Jazar Associates LLC is the general partner. Jazar Associates LLC is a
Connecticut limited liability company resulting from the conversion of
Jazar Associates Limited Partnership, a Connecticut limited partnership
(the former general partner of Waldrest Associates Limited Partnership),
into a limited liability company. The address of the general partner
shall be 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)

WALDREST ASSOCIATES LIMITED PARTNERSHIP

Jazar Associates LLC, general partner By:

> Jazar Manager/LILC, managing member Ву:

By:___ Name: Title:

James R. Greene