

A18547

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JAN 28 PM 3:39

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): 100002418871--5
-02/02/98--01010--019
*****52.50 *****52.50

1. Lincoln Road Associates Limited Partnership
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 1/28

☒ Certified Copy

☐ Mail out

☐ Will wait

☒ Stamped
Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark

1/28/98
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CORPORATION
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**FIFTH AMENDMENT TO THE
CERTIFICATE OF LIMITED PARTNERSHIP
OF
LINCOLN ROAD ASSOCIATES LIMITED PARTNERSHIP**

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STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

The undersigned, desiring to amend the Certificate of Limited Partnership of Lincoln Road Associate Limited Partnership (the "Partnership"), which was filed on December 13, 1984, as amended by the First Amendment to the Certificate of limited Partnership, filed on December 13, 1984 in the Office of the County Clerk of Nassau County, as further amended by the Second Amendment to the Certificate of Limited Partnership, filed on June 13, 1985 in the Office of the County Clerk of Nassau County, as further amended by the Third Amendment to the Certificate of Limited Partnership, filed on January 27, 1986 in the Office of the Florida Secretary of State and as further amended by the Fourth Amendment to the Certificate of Limited Partnership, filed on April 21, 1994 in the Office of the Florida Secretary of State (Collectively the "Certificate") do hereby certify as follows:

WHEREAS, H.O.M Partners and Allen Grubman have withdrawn as Limited Partners;

WHEREAS, Richard Siegal desires to withdraw as a General Partner of the Partnership and to become a Limited Partner;

WHEREAS, the Partnership is about to acquire fee simple title in and to the premises known as and by St. Andrews at Miramar, City of Miramar, Florida;

NOW, THEREFORE, the following Amendment is hereby adopted:

1. The Certificate and Schedule A thereto are hereby amended and restated to reflect the new interests of the Partners in the Partnership as set forth on Schedule A attached hereto.
2. Article II of the Certificate is hereby deleted and the following is hereby substituted in its place:

"II. The character of the Partnership business is to acquire, own and operate real property known as and by St. Andrews at Miramar, City of Miramar, Florida"

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3. Article IV (a) of the Certificate is hereby deleted and the following is hereby substituted in its place:

"IV. (a) The name and address of the General Partner is:

Name

Business Address

420 Lincoln Road, Inc.

c/o David Sachs
155 East 55th Street
Suite 5F
New York, New York 10022"

4. Except as herein specifically amended, all of the terms, covenants, provisions and conditions of the Certificate hereinabove referred to shall continue in full force and effect. All capitalized terms used in this Fifth Amendment shall have the same meanings ascribed to them in the Certificate and in the Partnership's Amended and Restated Agreement of Limited Partnership as further amended to date.
5. This Fifth Amendment may be executed in any number of counterparts and all of such counterparts shall for all purposes constitute one instrument binding on the parties hereto, notwithstanding that all parties are not signatory to the same counterpart.

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ASM January 6, 1998 (9:12pm)

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IN WITNESS WHEREOF, this Fifth Amendment of the Certificate has been duly executed by the parties hereto as of January 16, 1998.

GENERAL PARTNER:

420 Lincoln Road, Inc.

By: 

David Sachs, President

WITHDRAWING GENERAL PARTNER:

Richard Siegel

LIMITED PARTNERS:

Richard Siegel, as attorney-in-fact for those individuals listed on Schedule A annexed hereto by powers of attorney on file at the office of the Partnership

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ASM January 6, 1998 (9:12pm)

IN WITNESS WHEREOF, this Fifth Amendment of the Certificate has been duly
executed by the parties hereto as of January 16, 1998.

GENERAL PARTNER:

420 Lincoln Road, Inc.

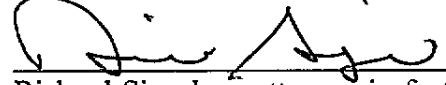
By: _____
David Sachs, President

WITHDRAWING GENERAL PARTNER:



Richard Siegel

LIMITED PARTNERS: (



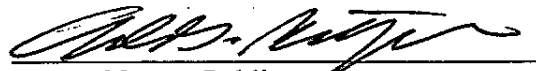
Richard Siegel, as attorney-in-fact for those
individuals listed on Schedule A annexed
hereto by powers of attorney on file at the
office of the Partnership

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STATE OF NEW YORK)
)SS.:
COUNTY OF NEW YORK)

On the 8th day of January in the year one thousand nine hundred and ninety-eight, before me personally came David Sachs, to me known, who, being by me duly sworn, did depose and say that he resides at 425 East 58th Street, new York, New York 10002, that he is the President of 420 Lincoln Road, Inc., the corporation described in and which executed the above instrument; and that he signed his name thereto by order of the Board of Directors of said corporation.



Notary Public

ARNOLD L. BARTFELD
Notary Public, State of New York
No. 02BA5050920
Qualified in New York County
Commission Expires Oct. 23, 1999

STATE OF FLORIDA)
)SS.:
COUNTY OF PINELLAS)

On the _____ day of January in the year one thousand nine hundred and ninety-eight before me personally came Richard Siegel, to me known, and known to me to be the individual described in, and who executed the foregoing instrument, and he acknowledged that he executed the same. HE IS PERSONALLY KNOWN TO ME.

Notary Public

STATE OF FLORIDA)
)SS.:
COUNTY OF PINELLAS)

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this _____ day of January in the year one thousand nine hundred and ninety-eight personally appeared Richard Siegel, attorney-in-fact for those persons listed on Schedule A attached hereto, personally appeared before me this day and swore and acknowledged to me under oath that he executed the foregoing instrument by him as attorney-in-fact for those persons listed on Schedule A attached hereto, pursuant to a Special Power of Attorney, and that the statements contained therein are true and correct. HE IS PERSONALLY KNOWN TO ME.

Notary Public

STATE OF NEW YORK)
)SS.:
COUNTY OF NEW YORK)

On the ____ day of January in the year one thousand nine hundred and ninety-eight before me personally came David Sachs, to me known, who, being by me duly sworn, did depose and say that he resides at 425 East 58th Street, new York, New York 10002, that he is the President of 420 Lincoln Road, Inc., the corporation described in and which executed the above instrument; and that he signed his name thereto by order of the Board of Directors of said corporation.

Notary Public

STATE OF FLORIDA)
)SS.:
COUNTY OF PINELLAS)

On the 12th day of January n the year one thousand nine hundred and ninety-eight before me personally came Richard Siegel, to me known, and known tome to be the individual described in, and who executed the foregoing instrument, and he acknowledged that he executed the same. HE IS PERSONALLY KNOWN TO ME.

Patricia L. Barlow

Notary Public

STATE OF FLORIDA)
)SS.:
COUNTY OF PINELLAS)



PATRICIA L. BARLOW
MY COMMISSION # CC352259 EXPIRES
March 17, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this 12th day of January in the year one thousand nine hundred and ninety-eight personally appeared Richard Siegel, attorney-in-fact for those persons listed on Schedule A attached hereto, personally appeared before me this day and swore and acknowledged to me under oath that he executed the foregoing instrument by him as attorney-in-fact for those persons listed on Schedule A attached hereto, pursuant to a Special Power of Attorney, and that the statements contained therein are true and correct. HE IS PERSONALLY KNOWN TO ME.

Patricia L. Barlow

Notary Public



PATRICIA L. BARLOW
MY COMMISSION # CC352259 EXPIRES
March 17, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

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SCHEDULE "A"

Schedule of Partners' Percentage Interests

<u>Name and Address of Partners</u>	<u>Original Contribution</u>	<u>First Additional Contribution</u>	<u>Percentage Interest</u>
GENERAL PARTNERS:			
420 Lincoln Road, Inc. c/o David Sachs 155 East 55th Street Suite 5F New York, New York 10022	\$19,500	\$2,287	.7393
LIMITED PARTNERS:			
Richard Siegel 1441 Maple Forest Drive Clearwater, FL 34624	\$9,750	\$1,144	.3628
Sachs & Palin Enterprises, L.P. 155 East 55th Street Suite 5F New York, New York 10022	\$0	0	54.0016
William Joel c/o Gelfand, Rennert & Feldman 1301 Avenue of the Americas New York, New York 10019	\$1,170,000	\$900,000	32.4905
Michael Sachs 128 Central Park South New York, New York 10019	\$97,500	\$11,435	2.0415
J.M.W. Associates c/o James Pantzis 385 Jay Street Brooklyn, New York 11201	\$97,500	\$11,435	2.0415

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BAA January 13, 1998 (8:38pm)

Irving Alter c/o Alter Bartfeld and Mantel LLP 90 Park Avenue New York, New York 10016	\$48,750	\$5,717	1.0207
Barry Shimkin c/o Fischbein Badillo Wagner & Harding 909 Third Avenue New York, New York 10022	\$48,750	\$5,717	1.0207
Henry R. Tucker 200 Central Park South New York, New York 10019	\$150,000	\$17,592	3.1407
Helen Colan 812 Park Avenue New York, New York 10021	\$150,000	\$17,592	3.1407
TOTAL	\$2,279,250	\$1,030,094	100%

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