



THE UNITED STATES
CORPORATION
COMPANY

A22105

152.50

ACCOUNT NO. : 072100000032

REFERENCE : 538460 81686A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 SEP 30 PM 1:11

ORDER DATE : September 22, 1997

ORDER TIME : 10:47 AM

ORDER NO. : 538460-020

CUSTOMER NO: 81686A

CUSTOMER: Ms. Linda C. Mayol
Keith Mack, LLP
20th Floor
200 South Biscayne Boulevard
Miami, FL 33131

J. TAX _____
FILING 52.50
R. AGENT FEE _____
J. COPY _____
TOTAL 52.50
V. BALANCE _____
BALANCE DUE _____

DOMESTIC AMENDMENT FILING

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-10/06/97--01097--011

*****210.00 *****52.50

NAME: CYPRESS ASSOCIATES, LTD.

EFFECTIVE DATE:

897400048152

XX ARTICLES OF AMENDMENT
____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

hrc 9/30/97

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
CYPRESS ASSOCIATES, LTD.

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The undersigned sole general partner of Cypress Associates, Ltd., a Florida limited partnership (the "Partnership"), hereby amends the Certificate of Limited Partnership of the Partnership (the "Certificate") as follows:

1. Name.

The name of the Partnership is Cypress Associates, Ltd.

2. Date of Filing.

The Certificate was filed in the office of the Secretary of State of the State of Florida on February 25, 1986.

3. Amendment of Paragraph 3.

Paragraph 3 of the Certificate is hereby amended to read as follows:

The principal place of business of the Partnership is at 955 Coney Island Avenue, Suite 200, Brooklyn, New York 11230.

4. Amendment of Paragraph 4.

The name and address of the general partner under Paragraph 4 of the Certificate is hereby amended to read as follows:

GENERAL PARTNER

ADDRESS

m970000051
H & G II Associates, L.L.C., a Delaware limited liability company authorized to transact business in the State of Florida

955 Coney Island Avenue, Suite 200
Brooklyn, New York 11230

5. Registered Agent.

The name of the agent for service of process on the Partnership is Key Corporate Services, Inc., with an address of 200 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131.

6. Withdrawing General Partner.

H & G Associates has withdrawn as the general partner of the Partnership, and has been substituted by H & G II Associates, L.L.C.

IN WITNESS WHEREOF, this Certificate of Amendment to the Certificate of Limited Partnership of the Partnership has been duly executed by the sole general partner of the Partnership.

H & G II ASSOCIATES, L.L.C.

By: Jack A. Hidary, Jr.
JACK A. HIDARY, a Member

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STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED LIMITED PARTNERSHIP, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES.

KEY CORPORATE SERVICES, INC.

By: [Signature] 09/26/97
Vice President Date

9/16/97\K:\USR\LCM\HIDARY\CYPRESS\AMD-CERT.CYP