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FILED STATE
SECRETARY OF CORPORATIONS
99 APR -9 AM 10:39

ACCOUNT NO. : 072100000032
REFERENCE : 197272 81686A
AUTHORIZATION : *Patricia Pyjute*
COST LIMIT : \$ 105.00

ORDER DATE : April 7, 1999

ORDER TIME : 5:37 PM

ORDER NO. : 197272-005

100002834461--1

CUSTOMER NO: 81686A

CUSTOMER: Ms. Shari Richman
Keith Mack, LLP
20th Floor
200 South Biscayne Boulevard
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: CYPRESS ASSOCIATES LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: *mk thg*

RECEIVED
99 APR -9 AM 9:54
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

FILED
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DIVISION OF CORPORATIONS
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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. Business Purpose.

The purpose of the Partnership is hereby amended as follows: The nature of the business to be transacted or the purposes to be promoted or carried out by the Partnership shall be to own, operate, manage, develop, mortgage, lease, sell and to otherwise undertake such activities as are determined by the Partnership with respect to that certain property located at 2950 NW 62 Street, Ft. Lauderdale, Florida, and the personal property of the Partnership which is located therein or is used in connection therewith, and all business of the Partnership relating thereto.

4. Principal Place of Business.

The principal place of business of the Partnership is hereby amended as follows: 1333 Broadway, Suite 1202, New York, New York 10018.

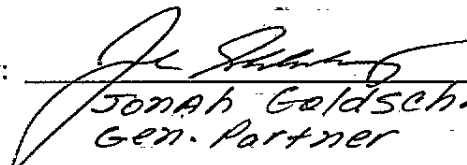
5. Address of General Partner.

The address of the general partner is hereby amended as follows: 1333 Broadway, Suite 1202, New York, New York 10018.

IN WITNESS WHEREOF, this Third 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., a Delaware limited
liability company

By:

 3-31-99
Jonah Goldschmidt
Gen. Partner