Rital Lord, BRSS 11.5 South Chicago, City/State/2	I Care La Solle Street Address I.C. 60603 ip Phone #	Office Use Only
CORPORATION N	IAME(S) & DOCUMENT NUI	MBER(S), (if known):
2. LInu ted	Feldman (I) Partnershy ration Name)	Plear water Associates Socument #)
4(Согро		Certificate of Status
rofit IonProfit imited Liability Domestication	AMENDMENTS Amendment Resignation of R.A., Officer/ Dir Change of Registered Agent Dissolution/Withdrawal Merger	\$000021370132 -04/08/9701138002 ******52.50
OTHER FILINGS Annual Report Tectitious Name Name Reservation	REGISTRATION/ QUALIFICATION Foreign Limited Partnership Reinstatement Trademark Other	Name Availability Document Examiner Updater Updater Verifyer Acknowledgement W. P. Verifyer
		Examiner's Initials

SECOND AMENDMENT TO THE CERTIFICATE OF LIMITED PARTNERSHIP OF HARRY FELDMAN CLEARWATER ASSOCIATES LIMITED PARTNERSHIP

The Certificate of Limited Partnership of Harry Feldman Clearwater Associates Limited Partnership (the "Certificate"), heretofore filed in the Office of the Secretary of State of the State of Florida on September 23, 1986, as amended by the First Amendment to the Certificate of Limited Partnership of Harry Feldman Clearwater Associates Limited Partnership dated as of March 31, 1995, is hereby further amended to reflect certain changes made in the Limited Partnership Agreement of Harry Feldman Clearwater Associates Limited Partnership (the "Partnership"), as follows:

In order to reflect the withdrawal of PHILIP FELD as a Limited Partner of the Partnership and the assignment of his 11.67% interest in said Partnership to PHILIP FELD and SELMA FELD, COTRUSTEES OF THE PHILIP FELD LIVING TRUST, under Agreement dated May 25, 1996, Schedule A attached to the Certificate is hereby amended by deleting the following name and address therefrom:

PHILIP FELD 1305 Birch Street Uniondale, New York 11533

and by substituting the following name and address therefor:

PHILIP FELD and SELMA FELD, CO-TRUSTEES OF THE PHILIP FELD LIVING TRUST, under Agreement dated May 25, 1996 245 East 63rd Street, Apt. 25D New York, New York 10021-7460

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IN WITNESS WHEREOF, we the undersigned, have hereunto set our hands and seals as of the the day of Noventum, 1996. GENERAL PARTNERS LIMITED PARTNERS Jules Demchick Harry Feldman Theodore Newler Louis Schleimer M.D. CARLISLE CORP. OF Bernard P. Epstein FLORIDA Richard Lewis Harry Feldman, President Philip Feld, Co-Trustee of the Philip Feld Living Trust Selma Feld, Co-Trustee of the Philip Feld Living Trust Evan K. Stein John Grant WITHDRAWING LIMITED PARTNER:

IN WITNESS WHEREOF, we the undersigned, have hereunto set our hands and seals as of the A day of Wolmber, 1996. GENERAL PARTNERS LIMITED PARTNERS Jules Demchick Theodore Newler M.D. CARLISTE CORP. OF Bernard P. Epstein Harry Feldman, President Richard Lewis Philip Feld, Co-Trustee of the Philip Feld Living Trust Selma Feld, Co-Trustee of the Philip Feld Living Trust Evan K. Stein John Grant WITHDRAWING LIMITED PARTNER:

IN WITNESS WHEREOF, we the undersigned, have hereunto set our hands and seals as of the 27^{h} day of 300000, 1996. LIMITED PARTNERS GENERAL PARTNERS Jules Demchick Harry Feldman Theodore Louis Schleimer M.D. CARLISLE CORP. OF FLORIDA Richard Lewis By: Harry Feldman, President Philip Feld, Co-Trustee of the Philip Feld Living Trust Selma Feld, Co-Trustee of the Philip Feld Living Trust Evan K. Stein John Grant WITHDRAWING LIMITED PARTNER:

IN WITNESS WHEREOF, we the undersigned, have hereunto set our hands and seals as of the $\frac{1000}{1000}$ day of $\frac{1000000}{1000000}$, 1996. GENERAL PARTNERS LIMITED PARTNERS Jules Demchick Harry Feldman Theodore Newler Louis Schleimer M.D. CARLISLE CORP. OF FLORIDA Bernard P. Epstein Harry Feldman, President Philip Feld, Philip Feld, (Co-Trustee of the Philip Feld Living Trust Selma Feld, Co-Trustee of the Philip Feld Living Trust Evan K. Stein John Grant PARTNER:

IN WITNESS WHEREOF, we the undersigned, have hereunto set our hands and seals as of the <u>led</u> day of <u>person</u>, 1996. GENERAL PARTNERS LIMITED PARTNERS Jules Demchick Harry Feldman Theodore Newler Louis Schleimer M.D. CARLISLE CORP. OF FLORIDA Bernard P. Epstein By: Richard Lewis Harry Feldman, President Philip Feld, Co-Trustee of the Philip Feld Living Trust Selma Feld, Co-Trustee of the Philip Feld Living Trust Evan I John WITHDRAWING LIMITED PARTNER:

COUNTY OF Queen) SS:	
COUNTY OF (X ueens)	
On the day of \(\frac{\partial D^2}{\partial D^2} \). HARRY FELDMAN, to me known to be who executed the foregoing instrum he executed the same.	, 1996, before me personally came the individual described in and ment, and acknowledged to me that
	Illy Juffellul) Notary Public
N	MAX LEFFELHOLZ NOTARY PUBLIC, State of New York No. 4681426 Qualified in Nassau County
STATE OF NEW YORK)	Commission Expres Sapt. 30, 1998
COUNTY OF DIAGRAM) SS:	
On the day of over came HARRY FELDMAN, to me known, a depose and say that he is the Presence of the corporation described foregoing instrument; that he know that the seal affixed to said institute that it was so affixed by order or corporation, and that he signed here.	who, being by me duly sworn, did sident of M.D. CARLISLE CORP. OF bed in and which executed the ws the seal of said corporation; strument is such corporate seal; f the Board of Directors of said
	Ma Lexeluel
	Mu Lapereccof
 N	Notary Public MAX LEFFELHOLZ NOTARY PUBLIC, State of New York No. 4681428 Qualified in Nassau County Commission Expires Sept. 30, 1985
N	MAX LEFFELHOLZ
STATE OF NEW YORK) COUNTY OF Quee)	MAX LEFFELHOLZ NOTARY PUBLIC, State of New York to. 4681428 Qualified In Nassau County Commission Expires Sept. 30, 1998
N	MAX LEFFELHOLZ NOTARY PUBLIC, State of New York 10. 4681426 Qualified in Nassau County Commission Expires Sept. 30, 1995 . , 1996, before me personally to be the individual described in
STATE OF NEW YORK) COUNTY OF Quee) On the 2 day of vocame LOUIS SCHLEIMER, to me known to and who executed the foregoing into	MAX LEFFELHOLZ NOTARY PUBLIC, State of New York to. 4681426 Qualified in Nassau County Commission Expires Sept. 30, 1995 , 1996, before me personally to be the individual described in strument, and acknowledged to me
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STATE OF NEW YORK) COUNTY OF Quee) On the 2 day of Que came LOUIS SCHLEIMER, to me known to and who executed the foregoing in that he executed the same.	MAX LEFFELHOLZ NOTARY PUBLIC, State of New York to. 4881428 Qualified in Nassau County Commission Expires Sept. 30, 1985. 1 996, before me personally to be the individual described in strument, and acknowledged to me

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STATE OF NEW YORK)	
COUNTY OF hen fuh) SS:)	
Came Copes Delicator.	of number, 1996, before to me known to be the indivi- foregoing instrument, and ac- same.	A
	Notary Pr Joan Ros	
STATE OF NEW YORK	Notary Public, State of No. 41-4745 Qualified in Queer Commission Expires S	486 ns County
COUNTY OF) SS:)	
On theday came THEODORE NEWLER, and who executed the that he executed the	to me known to be the indivi-	dool do
	Notary Pu	ıblic
)) SS:)	
COUNTY OF On the da came BERNARD P. EPSTE in and who executed to	y of, 1996, before IN, to me known to be the indicate foregoing instrument, and	والمراه فووا
COUNTY OF On the da came BERNARD P. EPSTE in and who executed to	y of, 1996, before IN, to me known to be the indicate foregoing instrument, and the same.	vidual described lacknowledged to
COUNTY OF On the da came BERNARD P. EPSTE in and who executed to	y of, 1996, before IN, to me known to be the indicate foregoing instrument, and	vidual described acknowledged to
COUNTY OF On the da came BERNARD P. EPSTE in and who executed to	y of, 1996, before IN, to me known to be the indicate foregoing instrument, and the same.	blic
came BERNARD P. EPSTE	y of, 1996, before IN, to me known to be the indicate foregoing instrument, and the same.	vidual described acknowledged to

n Sieren Steine Lage

STATE OF NEW YORK) SS: COUNTY OF day of came JULES DEMCHICK, to me known and who executed the foregoing that he executed the same.	, 1996, before me personally n to be the individual described in instrument, and acknowledged to me
	Notary Public
	v. , 1996, before me personally n to be the individual described in instrument, and acknowledged to me
	MAX LEFFELHOLZ
	NOTARY PUBLIC, State of New York No. 4881426 Qualified in Nassau County Commission Exp. us Sent. 30, /992
STATE OF NEW YORK) COUNTY OF () On the 17 day of () came BERNARD P. EPSTEIN, to me kr in and who executed the foregoir me that he executed the same.	, 1996, before me personally nown to be the individual described ag instrument, and acknowledged to
	Notary Public (

MAX LEFFELHOLZ

NOTARY PUBLIC, State of New York

No. 4681426 Qualified in Nassau County

Commission Expires Sept. 30, 2925

STATE OF NEW YORK) COUNTY OF Queen)	SS:	
came RICHARD LEWIS, to	of \(\sum_{\delta\mu} \to \to \). 1996, before me per me known to be the individual desoregoing instrument, and acknowled ame.	cribed in
	Mlle Le Kperreal	
	MAX LEFFELHOLZ NOTARY PUBLIC, State of New York No. 4881426 Qualified in Nassau County Commission Expires Sept. 30, 1991	
STATE OF NEW YORK) COUNTY OF)	SS:	
Co-Trustees of the Phil individuals described i	of1996, before me r vidually, and PHILIP FELD and SELMI lip Feld Living Trust, to me known in and who executed the foregoing in that they executed the same.	A FELD, as to be the
	Notary Public	
		27 123 -8 27 123 -8 11 H
COUNTY OF Queen)	SS:	
On the ? day of EVAN K. STEIN, to me k	Nov., 1996, before me person known to be the individual describe oing instrument, and acknowledged	to me that
	<u>Illa Vefficial</u> Notary Public (_
	MAX LEFFELHOLZ NOTARY PUBLIC, State of New York No. 4881426 Qualified in Naasau County Commission Expires Sept. 30, 298	

STATE OF NEW YORK)) SS:	
COUNTY OF	
On the day of came RICHARD LEWIS, to me known and who executed the foregoing that he executed the same.	, 1996, before me personally to be the individual described in instrument, and acknowledged to me
	Notary Public
	FILED OREWS: GOS
STATE OF NEW YORK)	3
COUNTY OF 104)	·
Co-Trustees of the Philip Feld I	and PHILIP FELD and SELMA FELD, as Living Trust, to me known to be the executed the foregoing instrument, y executed the same. Notary Public
	BETTY MEDINA NOTARY PUBLIC, State of New York No 01ME5035592 Qualified in Richmond County Term Expires Novermber 7 19
STATE OF NEW YORK)	
COUNTY OF) SS:	
EVAN K. STEIN, to me known to l	, 1996, before me personally came be the individual described in and rument, and acknowledged to me that
	Notary Public

Affiant is personally known to me Croproduced i.D. I and did OR did not I take an oath.

Type and Number of i.D. produced:

EDL-GL053470500040

STATE OF FLORIDA

) SS:

On the Aday of Dec 1996, before me personally came

JOHN GRANT, to me known to be the individual described in and who executed the foregoing instrument, and acknowledged to me that he executed the same.

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