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ACCOUNT NO. : 072100000032

REFERENCE : 509150 4302267

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 52.50

ORDER DATE : December 8, 1999

ORDER TIME : 11:04 AM

ORDER NO. : 509150-005

900003065419-9

CUSTOMER NO: 4302267

CUSTOMER: Orit Kadosh, Esq
Spitzer & Feldman P.c.
405 Park Avenue

New York, NY 10022-4405

DOMESTIC AMENDMENT FILING

NAME: HARRY FELDMAN CLEARWATER
ASSOCIATES LIMITED PARTNERSHIP

EFFECTIVE DATE: UPON FILING

 ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 13 AM 11:38
RECEIVED
99 DEC -9 PM 12:07
TALLAHASSEE, FLORIDA

NK 11/13/00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 9, 1999

CHRISTINE LILICH
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: HARRY FELDMAN CLEARWATER ASSOCIATES LIMITED
PARTNERSHIP
Ref. Number: A23299

RESUBMIT

Please give original
submission date as file

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 13 AM 11:38

We have received your document for HARRY FELDMAN CLEARWATER 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:

If you are going to file a "RESTATED CERTIFICATE OF LIMITED PARTNERSHIP", then you can only RESTATE the correct current certificate information as shown on our files. You can't change anything.

The problem here is that our files currently show that JOHN GRANT is the Registered Agent, but this document states that M.D. CARLISLE CORP. OF FLORIDA is the R.A.

If you wanted to, you could retitle this document and call it an AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP. Then you could change the R.A. But in that case, the new R.A. would also have to sign a statement accepting the designation.

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: 799A00058076

RECEIVED
JAN 13 AM 10:38
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AMENDED AND
RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF
HARRY FELDMAN CLEARWATER ASSOCIATES LIMITED PARTNERSHIP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 13 AM 11:38

To the Secretary of State
State of Florida

The undersigned, on behalf of Harry Feldman Clearwater Associates Limited Partnership, a Florida limited partnership (the "Limited Partnership"), hereby certifies that:

1. The present name of the Limited Partnership is Harry Feldman Clearwater Associates Limited Partnership.

2. The Limited Partnership filed a Certificate of Limited Partnership dated June 11, 1986 with the State of Florida on September 23, 1986 and assigned document no. 0009200930, which certificate was amended by Second Amendment to the Certificate of Limited Partnership of Harry Feldman Clearwater Associates Limited Partnership dated November 26, 1996, filed in the Office of the Secretary of State of the State of Florida on April 8, 1997 which was assigned document no. A23299 (the "Certificate").

3. The text of the Certificate of Limited Partnership is hereby restated to read as hereinafter set forth:

FIRST: The principal office and mailing address of the Limited Partnership is
1701 Lee Road, Winter Park, Florida 32789.

SECOND: The name and address of each General Partner is as follows:

Harry Feldman
5305 Woodlands Boulevard
Tamarac, Florida 33319

M.D. Carlisle Corp. of Florida
1701 Lee Road
Winter Park, Florida 32789

Louis Schleimer
30 Jaeger Drive
Glen Head, New York 11545

THIRD: This Restated Certificate of Limited Partnership shall be effective at the time of filing with the Florida Department of State.

FOURTH: The latest date upon which the Limited Partnership will dissolve is December 31, 2086.

FIFTH: The registered agent of the Limited Partnership is Louis Schleimer located at 1701 Lee Road, Winter Park, Florida 32789.

SIXTH: This Restated Certificate of Limited Partnership is duly executed and filed pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act.

Signed As Of July 22, 1999

GENERAL PARTNERS:

M.D. CARLISLE CORP. OF FLORIDA

By: Louis Schleimer
Name: LOUIS SCHLEIMER
Title: EXEC. V.P.

Harry Feldman
Harry Feldman

Louis Schleimer is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Louis Schleimer
Louis Schleimer, as Registered Agent

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