

CSC **THE UNITED STATES CORPORATION COMPANY** **A23299**

ACCOUNT NO. -: 072100000032

REFERENCE : 690945 4302267

AUTHORIZATION : *Patricia Pujols*

COST LIMIT : \$ ~~35.00~~ *52.50*

ORDER DATE : May 9, 2000

ORDER TIME : 2:18 PM

100003251641--0

ORDER NO. : 690945-025

CUSTOMER NO: 4302267

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

New York, NY 10022-4405

DOMESTIC AMENDMENT FILING

A23299

NAME: HARRY FELDMAN CLEARWATER
ASSOCIATES LIMITED PARTNERSHIP

EFFECTIVE DATE:

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: Janine Lazzarini

EXAMINER'S INITIALS: _____

SECRETARY OF STATE
TALLAHASSEE FLORIDA

00 MAY 12 AM 8:24

FILED

WR 5/15

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAY 12 PM 3:58

RECEIVED

4p.

FIRST CERTIFICATE OF AMENDMENT TO THE
AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP OF
HARRY FELDMAN CLEARWATER ASSOCIATES LIMITED PARTNERSHIP

Pursuant to the provisions of Section 620.109, Florida Statutes, Harry Feldman Clearwater Associates Limited Partnership, a Florida limited partnership (the "Limited Partnership"), filed an Amended and Restated Certificate of Limited Partnership dated July 22, 1999 (the "Certificate") with the State of Florida on January 13, 2000 and was assigned document no. A23299. The Limited Partnership hereby adopts the following First Certificate of Amendment to its Certificate:

FIRST:

A. In order to reflect (i) the withdrawal of Harry Feldman as a General Partner from the Limited Partnership as of May 9, 2000 and the assignment of his 66.63% interest as a General Partner to Feldman Clearwater LLC; and (ii) the withdrawal of Louis Schleimer as a General Partner from the Limited Partnership as of May 9, 2000 and the assignment of his 3.33% interest as a General Partner to Schleimer Clearwater LLC, Paragraph "SECOND" in Section 3 of the Certificate is hereby deleted in its entirety and replaced with the following:

Feldman Clearwater LLC
58-47 Francis Lewis Blvd.
Bayside, New York 11364

M-915

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

507037

Schleimer Clearwater LLC
58-47 Francis Lewis Blvd.
Bayside, NY 11364

M-914

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TALLAHASSEE FLORIDA

B. In order to change the registered agent of the Limited Partnership from Louis Schleimer to M.D. Carlisle Corp. of Florida, Paragraph FIFTH in Section 3 of the Certificate is hereby deleted in its entirety and replaced with the following:

FIFTH: The registered agent of the Limited Partnership is M.D. Carlisle Corp. of Florida located at 1701 Lee Road, Winter Park, Florida 32789.

SECOND: This First Certificate of Amendment shall be effective at the time of filing with the Florida Department of State.

THIRD: The original Certificate of Limited Partnership was dated June 11, 1986 and filed in the Office of the Secretary of State of 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.

FOURTH: IN WITNESS WHEREOF, we the undersigned, have hereunto set our hands and seals as of the 9th day of May, 2000.

GENERAL PARTNERS:

M.D. CARLISLE CORP. OF FLORIDA

By: Richard Lewis

Name: RICHARD LEWIS

Title: PRESIDENT

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TALLAHASSEE FLORIDA

FELDMAN CLEARWATER LLC

By: [Signature]
Harry Feldman, Manager

SCHLEIMER CLEARWATER LLC

By: Louis Schleimer

Louis Schleimer, Manager

REGISTERED AGENT:

M.D. Carlisle Corp. of Florida is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes

M.D. CARLISLE CORP. OF FLORIDA as
Registered Agent

By: Richard Lewis

Name: RICHARD LEWIS

Title: PRESIDENT

129452

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TALLAHASSEE FLORIDA