

A23992

Charter Number Only

3-31-97

Antela

PHI

Descher, Charles, Rubin Forman

Requestor's Name

9150 South Loddland Blvd

Address

Missouri MO 63156

City

State

ZIP

Phone

670-0444D

VALIDATION ONLY

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FILED
SECRETARY OF STATE
CORPORATIONS

CORPORATION(S) NAME

0000021428501

-04/14/97--01178--D16

*****52.50 *****52.50

2 person company, Ltd



Empire Toll Free: 1-800-432-3028

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|----------------------------------------------|-----------------------------------------------|-----------------------------------------------------|
| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

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Name
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4/10/97
G. TAX _____
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C. COPY _____
TOTAL 52.50
N. BALANCE _____
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REFUND _____

DIVISION OF CORPORATION

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March 31, 1997

REPLY TO:

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: First Certificate Amendment to Certificate of Limited Partnership

Gentlemen:

We enclose herewith for filing two copies of the Certificate Amendment to Certificate of Limited Partnership of Ziperson Company, Ltd. Also enclosed is a check in the amount of \$52.50 representing the fee for filing the Certificate Amendment.

Thank you for your cooperation in this matter.

Very truly yours,

Donald R. Tescher

DONALD R. TESCHER *me*

DRT/an
encs.

97 APR 10 AM 11:56
DIVISION OF CORPORATIONS
SECRETARY OF STATE
MIAMI

FIRST CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
ZIPERSON COMPANY, LTD.

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DIVISION OF CORPORATIONS
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Pursuant to Florida Statutes Section 620.109, this Florida limited partnership, whose certificate was filed with the Florida Department of State on December 31, 1986, adopts the following certificate of amendment to its certificate of limited partnership:

1. Paragraph 5 of the certificate of limited partnership is deleted in its entirety, and a new Paragraph 5 is inserted which reads:

897000018364

"5. The name of the General Partner is RPZ, INC., a Florida corporation, and its address is 1523 East Hillsborough Blvd., Deerfield Beach, FL 33441. Said FRANK ZIPERSON and FRANCINE WOLFSON entity is substituted for ROSE ZIPERSON, who hereafter shall cease to serve as a General Partner." (see Exhibit "A").

2. This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

RPZ, Inc., a Florida corporation, as General Partner of Ziperson Company, Ltd.

Rose Ziperson 03-14-97
ROSE ZIPERSON, Pres. Date

Rose Ziperson 03-14-97
ROSE ZIPERSON, Former General Date
Partner

AMENDMENT OF LIMITED PARTNERSHIP AGREEMENT
OF ZIPERSON COMPANY, LTD.
AND CONSENTS THERETO

The undersigned, comprising all of the partners of Ziperson Company, Ltd., (the "Partnership") a Florida limited partnership, hereby amend their Agreement of Limited Partnership dated December 30, 1986 (the "Agreement") and otherwise provide the consents herein provided this 14 day of March, 1997.

For valuable consideration, the receipt of and sufficiency of which is hereby acknowledged, the parties agree and provide as follows:

1. Conversion of Frank Ziperson Interest. FRANK ZIPERSON's interest in the Partnership as a general partner is hereby converted to a limited partner interest. All references in the Agreement to FRANK ZIPERSON's interest as a general partner interest shall now be read to provide that his interest is a limited partner interest. Notwithstanding any provisions of the Agreement to the contrary, all partners of the Partnership hereby consent to said conversion, and waive all rights to purchase FRANK ZIPERSON's interest by reason of said conversion.

2. Conversion of Francine Z. Wolfson Estate Interest. The ESTATE OF FRANCINE Z. WOLFSON's interest in the Partnership as a general partner is hereby converted to a limited partner interest. All references in the Agreement to the ESTATE OF FRANCINE Z. WOLFSON's interest as a general partner interest (as successor in interest to FRANCINE Z. WOLFSON, deceased) shall now be read to provide that its interest is a limited partner interest. Notwithstanding any provisions of the Agreement to the contrary, all partners of the Partnership hereby consent to said conversion, and waive all rights to purchase the ESTATE OF FRANCINE Z. WOLFSON's interest by reason of said conversion.

3. Consent to Assignment. All partners of the Partnership hereby authorize and consent to the assignment by ROSE ZIPERSON of her general partner interest in the Partnership to RPZ, Inc., a Florida corporation, which assignment is being effectuated simultaneously with the execution hereof, and further consent to the admission of RPZ, Inc. as the sole general partner of the Partnership. Notwithstanding any provisions of the Agreement to the contrary, all partners of the Partnership hereby consent to said assignment and admission, and waive all rights to purchase ROSE ZIPERSON's interest by reason of said conversion.

4. Agreement to Be Bound. RPZ, Inc. hereby consents to be bound by the terms of the Agreement, as modified hereunder.

5. Amendment of Certificate of Limited Partnership. RPZ, Inc. is hereby authorized to prepare and file with the State of Florida an amended Certificate of Limited Partnership reflecting the conversion of FRANK ZIPERSON's and the ESTATE OF FRANCINE Z. WOLFSON's general partner interests to limited partner interests and the admission of RPZ, Inc. as sole general partner pursuant to the assignment to it of ROSE ZIPERSON's general partner interest.

Exhibit "A"

SECRET
DIVISION OF INVESTIGATION
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Effective as of the date signed by the last undersigned signatory.

Rose Ziperson 3-14-97
ROSE ZIPERSON Date

ESTATE OF FRANCINE Z. WOLFSON

Arl Lader 3/14/97
Personal Representative Date

SCOTT MICHAEL ZIPERSON INTER
VIVOS TRUST

Frank Ziperson 3-9-97
FRANK ZIPERSON, Trustee Date

DAVID MITCHELL WOLFSON INTER
VIVOS TRUST

Laurance D Wolfson 3/14/97
Trustee Date

Frank Ziperson 3-9-97
FRANK ZIPERSON Date

ANDREA LYNNE ZIPERSON INTER
VIVOS TRUST

Frank Ziperson 3-9-97
FRANK ZIPERSON, Trustee Date

HEIDI ANN WOLFSON INTER VIVOS
TRUST

Laurance D Wolfson 3/14/97
Trustee Date

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