

# A94000000378

Bodzin & Golub, P.C.

ATTORNEYS AT LAW

STEPHEN A. BODZIN  
MICHAEL J. GOLUB

SUITE 329  
1156 15TH STREET, N.W.  
WASHINGTON, D.C. 20005

Telephone: (202) 785-8887  
Facsimile: (202) 785-8882

September 22, 1997

Secretary of State of Florida  
Limited Partnership Division  
P.O. Box 6327  
Tallahassee, Florida 32314

700002306647--8  
-12/22/97--01040--019  
\*\*\*\*\*52.50 \*\*\*\*\*52.50  
700002306647--8  
-09/29/97--01158--007  
\*\*\*\*\*105.00 \*\*\*\*\*105.00

Re: Liberty Square Ltd.

Dear Sir or Madam:

We are enclosing two original Certificates of Amendment for the Limited Partnership Agreement and Certificate of Limited Partnership of Liberty Square Ltd. which exists under Florida law. Please cause one copy to be filed and cause the second copy to be certified and returned to us.

Also enclosed is a check in the amount of \$105.00 to cover the filing fee (\$52.50) and the fee for a certified copy (\$52.50).

If you have any questions, please telephone us.

Sincerely yours,

*Patricia K. Porter*

Patricia K. Porter  
Office Coordinator

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 18 AM 9:34

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Name	Enclosures (check no. 8414)
Availability	
Document	CC: Mr. Eric A. Jenkins
Examiner	Stephen A. Bodzin, Esq
Updater	filing-ltrcc
Updater	
Verifier	
Acknowledgment	DCC
W. P. Verifier	DCC

C. TAX \_\_\_\_\_  
FILING 52.50  
RECEIPT FEE \_\_\_\_\_  
C. \_\_\_\_\_  
T. \_\_\_\_\_  
N. \_\_\_\_\_  
B. \_\_\_\_\_  
REFUND \_\_\_\_\_

(Corapconch)

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SUITE 329  
1156 15TH STREET, N.W.  
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December 12, 1997

Ms. Diane Cushing  
Corporate Specialist  
Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

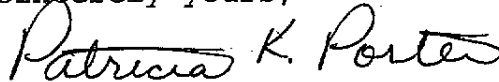
RE: Liberty Square II, Ltd.  
Ref#A940000000378

Dear Ms. Cushing:

This is a follow-up to our telephone conversation of December 5, 1997, respect to the filing of a Certificate of Amendment we had submitted at the end of September. Thanks for bringing this matter to our attention. We have enclosed a check for an additional \$52.50 to cover the additional capital contribution noted on the Amendment.

Please be kind enough to promptly file the Certificate of Amendment so that we may file the annual report as expeditiously as possible.

Sincerely yours,



Patricia K. Porter  
Office Coordinator

/pp

Enclosure



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 30, 1997

PATRICIA K. PORTER  
BODZIN & GOLUB, P.C.  
1156 15TH STREET, N.W., SUITE 329  
WASHINGTON, DC 20005

SUBJECT: LIBERTY SQUARE II, LTD.  
Ref. Number: A94000000378

We have received your document for LIBERTY SQUARE II, LTD. and your check(s) totaling \$105.00. However, the document has not been filed and is being retained in this office for the following:

On the Exhibit A, it indicates that the contributions of the limited partners have increased by an additional \$1,365.00. If this is true we will need an additional \$52.50.

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) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 497A00048096

CERTIFICATE OF AMENDMENT  
TO CERTIFICATE OF LIMITED PARTNERSHIP  
PURSUANT TO FLORIDA STATUTES 620.109  
OF  
LIBERTY SQUARE II, LTD.

A. Name : LIBERTY SQUARE II, LTD.

B. Address : 2611-B West 23rd Street  
Panama City, Florida 32405

C. Registered Agent : Eric A. Jenkins  
2611-B West 23rd Street  
Panama City, Florida 32405

D. General Partner : VITA VIA, INC.  
c/o Stephen A. Bodzin  
1156 15th Street, N.W.  
Suite 329  
Washington, DC 20005

E. Mailing Address : 2611-B West 23rd Street  
Panama City, Florida 32405

F. Latest Dissolution Date : December 31, 2031

G. Date of Filing of  
Original Certificate : March 22, 1994

H. Date of Amended  
Certificate : December 15, 1996

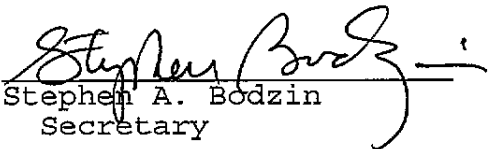
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DIVISION OF CORPORATIONS  
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Additional terms of the Certificate of Amendment are set forth in the First Amendment to the Limited Partnership Agreement and Certificate of Limited Partnership of Liberty Square II, Ltd., which is being filed contemporaneously with this Certificate of Amendment.

This Certificate of Amendment is being executed and is being filed in accordance with Section 620.109 of the Florida Statutes.

General Partner:

VITA VIA, INC.

By:   
Stephen A. Bodzin  
Secretary

~~STATE OF~~  
District of Columbia ) ss:  
~~COUNTY OF~~ )

I HEREBY CERTIFY that on this 14<sup>th</sup> day of July, 1997, personally appeared STEPHEN A. BODZIN, Secretary of Vita Via, Inc., General Partner, who is known to me or who has produced identification identified below, who is the person described in and who executed the foregoing instrument, and who after being duly sworn, says that the execution hereof is his free act and deed for the purposes and uses herein mentioned.

SWORN TO AND SUBSCRIBED before me, the undersigned Notary Public, by my hand and official seal, the day and year last aforesaid.

X To me personally known.  
Identified by Driver's License No. \_\_\_\_\_  
Issued by the State of \_\_\_\_\_

Patricia K. Porter  
Notary Public  
Printed Name: Patricia K. Porter  
My Commission expires: 2-14-99  
Commission No: \_\_\_\_\_  
State: \_\_\_\_\_

[SEAL]

FIRST AMENDMENT  
TO  
LIMITED PARTNERSHIP AGREEMENT  
AND  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
LIBERTY SQUARE II, LTD.

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DIVISION OF CORPORATIONS  
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THIS FIRST AMENDMENT to the Limited Partnership Agreement and Certificate of Limited Partnership (the "Agreement" and "Certificate") is made and entered into by (i) VITA VIA, INC., (ii) the ESTATE OF STEVEN M. REICH, and (iii) the undersigned limited partners of the Partnership, effective for all purposes as of the 15th day of December, 1996, who, by the execution of this Amendment, agree to be bound by the terms, conditions and provisions of this Amendment.

RECITALS:

A. Liberty Square II, Ltd. (the "Partnership") was formed as a limited partnership in accordance with the Florida Revised Uniform Limited Partnership Act pursuant to a Limited Partnership Agreement and Certificate of Limited Partnership entered into effective as of January 2, 1994. The Agreement was filed for record on March 22, 1994.

B. Steven M. Reich, one of the General Partners of the Partnership, died on December 14, 1996. Consequently, pursuant to paragraph 10.9 of the Agreement, his general partnership interest converted to a limited partnership interest in the Partnership and thereby passed to the Estate of Steven M. Reich.

C. The parties hereto desire to amend the Agreement and Certificate to reflect the aforesaid transfer of limited partnership interest.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned parties agree and certify that the Agreement and Certificate are hereby amended to provide as follows:

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DIVISION OF CORPORATIONS  
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1. Exhibit A of the Agreement and Certificate are hereby amended to delete the present Exhibit A and to insert in lieu thereof the Exhibit A appended hereto and incorporated herein by this reference.

2. It is further provided and agreed that (i) the Estate of Steven M. Reich shall be and hereby is substituted as a Limited Partner of the Partnership to the full extent of the 0.5% general partnership interest that has been converted and passed to the Estate of Steven M. Reich on account of the death of Steven M. Reich; (ii) the signing of this First Amendment by the partners of the Partnership (both general and limited) does and shall constitute the consent of each partner to said conversion, transfer and substitution, (iii) any present or future references to the terms "partner(s)" or "limited partner(s)" by the Agreement and Certificate, or any amendment thereto, shall be deemed to include the Estate of Steven M. Reich to the extent of the 0.5% limited partnership interest transferred to it, and (iv)

the execution of this First Amendment by the Personal Representatives of the Estate of Steven M. Reich shall constitute the agreement of the Estate of Steven M. Reich to all of the terms and provisions of the Agreement and Certificate, as amended.

3. Except as hereby amended, the Agreement and Certificate, as amended, are ratified and affirmed in all respects.

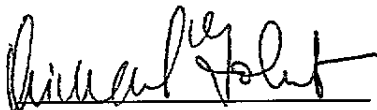
IN WITNESS WHEREOF, the parties hereto have each executed this First Amendment under seal effective on the date hereinabove first written.

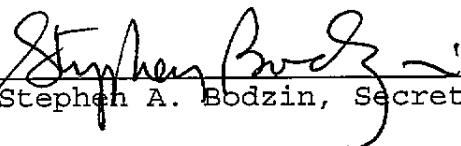
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WITNESS:

GENERAL PARTNER:

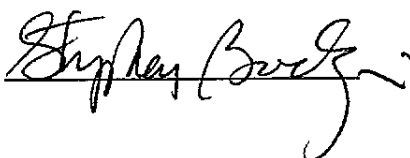
VITA VIA, INC.




By:  [SEAL]  
Stephen A. Bodzin, Secretary

LIMITED PARTNER TRANSFEREE:

ESTATE OF STEVEN M. REICH



By:  [SEAL]  
Hilary Reich, Personal Representative


[Signatures continued on Page 4]



[Signatures continued from Page 3]

OTHER LIMITED PARTNERS:

Stephen Boyd

 [SEAL]  
Eric A. Jenkins

Stephen Boyd

Anne S. Reich [SEAL]  
Anne S. Reich, General Partner of  
Chalant Associates, Ltd.

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EXHIBIT A

LIBERTY SQUARE II, LTD.

LIMITED PARTNERSHIP AGREEMENT  
AND  
CERTIFICATE OF LIMITED PARTNERSHIP

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DIVISION  
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<u>Name and Address</u>	<u>Total Original Capital Contribution</u>	<u>Percentage of Partnership Interest</u>
-------------------------	------------------------------------------------	---------------------------------------------------

General Partner

Vita Via, Inc. c/o Stephen A. Bodzin 1156 15th Street, N.W. Suite 329 Washington, D.C. 20005	\$ 1,365	0.5%
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Limited Partners

Estate of Steven M. Reich c/o Stephen A. Bodzin 1156 15th Street, N.W. Suite 329 Washington, DC 20005	\$ 1,365	0.5%
-------------------------------------------------------------------------------------------------------------------	----------	------

Eric A. Jenkins 2611-B West 23rd Street Panama City, Florida 32405	\$ 27,300	10.0%
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Chalant Associates Ltd. c/o Mrs. Anne S. Reich 4200 Massachusetts Ave., N.W. Apartment 506 Washington, D.C. 20016	\$242,970	89.0%
-------------------------------------------------------------------------------------------------------------------------------	-----------	-------

	\$273,000	100.0%
	=====	=====

~~STATE OF~~ District of  
~~COUNTY OF~~ Columbia

I HEREBY CERTIFY that on this 14<sup>th</sup> day of July, 1997, before me an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared ERIC A. JENKINS, to me known to be the person described in and who executed the foregoing instrument acknowledged before me that he executed the same as his free act and deed for the uses and purposes herein mentioned.

WITNESS my hand and official in the County and State last aforesaid this 14<sup>th</sup> day of July, 1997.

Patricia K. Porter  
Notary Public, State of Florida

I FURTHER CERTIFY that ERIC A. JENKINS is personally known to me.

OR

I FURTHER CERTIFY that ERIC A. JENKINS produced  
N/A as  
identification.

Patricia K. Porter  
Notary Public  
Typed Name Patricia K. Porter

My Commission Expires: 2-14-99  
Commission No.:  
State of \_\_\_\_\_

STATE OF District of  
COUNTY OF Columbia

I HEREBY CERTIFY that on this 14 day of July, 1997, before me an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared STEPHEN A. BODZIN, to me known to be the person described in and who executed the foregoing instrument acknowledged before me that he executed the same as his free act and deed for the uses and purposes herein mentioned.

WITNESS my hand and official in the County and State last aforesaid this 14th day of July, 1997.

Patricia K. Porter  
Notary Public, State of Florida

I FURTHER CERTIFY that STEPHEN A. BODZIN is personally known to me.

OR

I FURTHER CERTIFY that STEPHEN A. BODZIN produced  
\_\_\_\_\_ as  
identification.

Patricia K. Porter  
Notary Public  
Typed Name Patricia K. Porter

My Commission Expires: 2-14-99  
Commission No.: \_\_\_\_\_  
State of \_\_\_\_\_

STATE OF District of  
COUNTY OF Columbia

I HEREBY CERTIFY that on this 14<sup>th</sup> day of July, 1997, before me an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared ANNE S. REICH, to me known to be the person described in and who executed the foregoing instrument acknowledged before me that she executed the same as her free act and deed for the uses and purposes herein mentioned.

WITNESS my hand and official in the County and State last aforesaid this 14<sup>th</sup> day of July, 1997.

Patricia K. Porter  
Notary Public

I FURTHER CERTIFY that ANNE S. REICH is personally known to me.

OR

I FURTHER CERTIFY that ANNE S. REICH produced

\_\_\_\_\_ as  
identification.

Patricia K. Porter  
Notary Public  
Typed Name Patricia K. Porter

My Commission Expires: 2-14-99  
Commission No.:  
State of \_\_\_\_\_

STATE OF District of  
COUNTY OF Columbia

I HEREBY CERTIFY that on this 14<sup>th</sup> day of July, 1997, before me an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared HILARY REICH, to me known to be the person described in and who executed the foregoing instrument acknowledged before me that she executed the same as her free act and deed for the uses and purposes herein mentioned.

WITNESS my hand and official in the County and State last aforesaid this 14<sup>th</sup> day of July, 1997.

Patricia K. Porter  
Notary Public

I FURTHER CERTIFY that HILARY REICH is personally known to me.

OR

I FURTHER CERTIFY that HILARY REICH produced

N/A as  
identification.

Patricia K. Porter  
Notary Public  
Typed Name Patricia K. Porter

My Commission Expires: 2-14-99  
Commission No.:  
State of