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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

MJH

February 5, 2001

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****105.00 ****105.00

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

A94-378

Re: Liberty Square II, Ltd.


Dear Sir/Madam:

We are enclosing two original Certificates of Amendment for Liberty Square II, Ltd. Please place this Certificate of Amendment of record 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,


Stephen A. Bodzin

/pp

Enclosures (check no. 10049)

cc: Mr. Eric A. Jenkins

H:\CLIENT\LIBERTY.SQ\FILING.LTR

FILED
01 FEB -6 PM 12:51
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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 : January 2, 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 FEB -6 PM 12:51

Additional terms of the Certificate of Amendment are set forth in the Second 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: Lisa B. Reich
Lisa B. Reich, President

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

I HEREBY CERTIFY that on this 3rd day of January, 2001, personally appeared LISA B. REICH, President 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 her 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: 2-14-04
Commission No: _____
State: _____

[SEAL]

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

THIS SECOND AMENDMENT to the Limited Partnership Agreement and Certificate of Limited Partnership (the "Agreement" and "Certificate") is made and entered into this 3 day of January, 2001, by and among (i) VITA VIA, INC., (ii) the ESTATE OF STEVEN M. REICH, (iii) CHALANT ASSOCIATES LTD., (iv) ERIC A. JENKINS, (v) the ANNE S. REICH 1977 SECURITIES TRUST #1 (the "1977 Trust"), and (vi) the STEVEN M. REICH 1976 TRUSTS FBO LISA REICH and HILARY REICH, 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. The Limited Partnership Agreement and Certificate of Limited Partnership were amended by a First Amendment dated effective December 15, 1996.

B. Effective January 1, 2000, the Estate of Steven M. Reich, a limited partner of the Partnership, distributed its 0.5% limited partnership interest to its residuary legatees, the STEVEN M. REICH 1976 TRUSTS FBO LISA REICH and HILARY REICH. Such Trusts desire to be admitted to the Partnership as Substitute Limited Partners of the Partnership, effective as of January 1, 2000.

C. Effective as of January 2, 2001, Chalant Associates Ltd., s limited partner of the Partnership, assigned and transferred its 89% limited partnership interest to the Anne S. Reich 1977 Securities Trust #1. The 1977 Trust desires to be admitted to the Partnership as a Substitute Limited Partner of the Partnership, effective as of January 2, 2001.

D. The parties hereto desire to amend the Agreement and Certificate to reflect the aforesaid transfers of limited partnership interests.

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:

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 Steven M. Reich 1976 Trust FBO Lisa Reich and the Steven M. Reich 1976 Trust FBO Hilary Reich each shall be and hereby is substituted as a Limited Partner of the Partnership to the full extent of the 0.25% limited partnership interests that were distributed by the Estate of Steven M. Reich to the residuary legatees of such Estate, effective as of January 1, 2000; (ii) the Anne S. Reich 1977 Securities Trust #1 shall be and hereby is substituted as a Limited Partner of the Partnership to the full extent of the 89% limited partnership interest transferred and assigned to such Trust, effective as of January 2, 2001; (iii) the signing of this Second Amendment by the partners of the Partnership (both general and limited) does and shall constitute the consent of each partner to said transfers and substitutions, (iv) 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 (a) the Steven M. Reich 1976 Trust FBO Lisa Reich, (b) the Steven M. Reich 1976 Trust FBO Hilary Reich, and (c) the Anne S. Reich 1977 Securities Trust #1, to the extent of the limited partnership interests transferred and assigned to each of them; and (v) the execution of this Second Amendment by the Trustee of the Steven M. Reich 1976 Trust FBO Lisa Reich, of the Steven M. Reich 1976 Trust FBO

Hilary Reich, and the Anne S. Reich 1977 Securities Trust #1 shall constitute the agreement of each such Trust to all of the terms and provisions of the Agreement and Certificate, as amended.

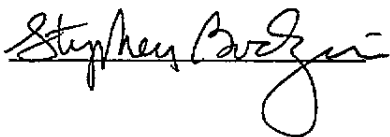
3. Except as hereby amended, the Agreement and Certificate, as amended, are ratified and affirmed in all respects, but effective as of the date herein provided.

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

WITNESS:

GENERAL PARTNER:

VITA VIA, INC.

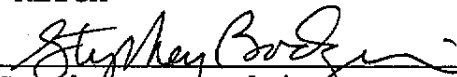


By:  [SEAL]
Lisa B. Reich, President

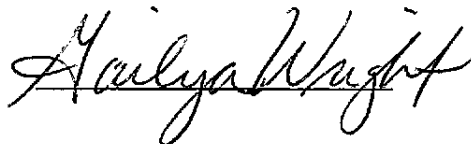
LIMITED PARTNER TRANSFEREES:

STEVEN M. REICH 1976 TRUST FBO
LISA REICH



By:  [SEAL]
Stephen A. Bodzin, Trustee

STEVEN M. REICH 1976 TRUST FBO
HILARY REICH



By:  [SEAL]
Stephen A. Bodzin, Trustee

[Signatures continued from page 4]

ANNE S. REICH 1977 SECURITIES TRUST #1

Hailya Wright

By: Stephen Bodzin [SEAL]
Stephen A. Bodzin, Trustee

OTHER LIMITED PARTNER:

Stephen Bodzin

Eric A. Jenkins [SEAL]
Eric A. Jenkins

ASSIGNING LIMITED PARTNERS:

ESTATE OF STEVEN M. REICH

Stephen Bodzin

By: Lisa B. Reich [SEAL]
Lisa B. Reich, Personal
Representative

CHALANT ASSOCIATES LTD.

By: Steven M. Reich 1980 Trust, its
General Partner

Hailya Wright

By: Stephen Bodzin [SEAL]
Stephen A. Bodzin, Trustee

EXHIBIT A

LIBERTY SQUARE II, LTD.

LIMITED PARTNERSHIP AGREEMENT
AND
CERTIFICATE OF LIMITED PARTNERSHIP

<u>Name and Address</u>	<u>Total Original Capital Contribution</u>	<u>Percentage of Partnership Interest</u>
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General Partner

Vita Via, Inc. c/o Stephen A. Bodzin 1156 15th Street, N.W. Suite 329 Washington, D.C. 20005	\$ 1,365.00	0.50%
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Limited Partners

Steven M. Reich 1976 Trust FBO Lisa Reich c/o Stephen A. Bodzin, Trustee 1156 15th Street, N.W. Suite 329 Washington, DC 20005	\$ 682.50	0.25%
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Steven M. Reich 1976 Trust FBO Hilary Reich c/o Stephen A. Bodzin, Trustee 1156 15th Street, N.W. Suite 329 Washington, D.C. 20005	\$ 682.50	0.25%
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Eric A. Jenkins 2611-B West 23rd Street Panama City, Florida 32405	\$ 27,300.00	10.00
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<u>Name and Address</u>	<u>Total Original Capital Contribution</u>	<u>Percentage of Partnership Interest</u>
Anne S. Reich 1977 Securities Trust #1 c/o Stephen A. Bodzin, Trustee 1156 15th Street, N.W. Suite 329 Washington, D.C. 20005	\$242,970.00	89.00%
	<hr/>	<hr/>
	\$273,000.00	100.00%
	=====	=====

STATE OF FLORIDA)
COUNTY OF BAY) ss:

25th The foregoing instrument was acknowledged before me this day of JANUARY, 2001, by ERIC A. JENKINS, who is personally known to me or who has produced the identification listed below.



Sharyn R. Sheeran
Notary Public

SHARYN R. SHEERAN
Print or type Name of Notary

My Commission expires: 7/29/04

Personally Known ☒ OR Produced Identification _____

Type of Identification Produced _____

District of)
Columbia) ss:

The foregoing instrument was acknowledged before me this 3 day of January, 2001, by STEPHEN A. BODZIN, as Trustee of the Steven M. Reich 1976 Trust FBO Lisa Reich, the Steven M. Reich 1976 Trust FBO Hilary Reich, and the Steven M. Reich 1980 Trust, who is personally known to me or who has produced the identification listed below.

Patricia K. Porter
Notary Public

Patricia K. Porter
Print or type Name of Notary

My Commission expires: 2-14-04

Personally Known ☒ OR Produced Identification _____

Type of Identification Produced _____

District of
Columbia

)
) ss:
)

3 The foregoing instrument was acknowledged before me this
day of January, 2001, by LISA B. REICH, as President
of Vita Via, Inc., who is personally known to me or who has
produced the identification listed below.

Patricia K Porter
Notary Public

Patricia K Porter
Print or type Name of Notary

My Commission expires: 2-14-04

Personally Known X OR Produced Identification _____

Type of Identification Produced _____

