

A95000000862

BATHGATE, WEGENER & WOLF

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

ONE AIRPORT ROAD

POST OFFICE BOX 8041

LAKewood, New Jersey 08701

(609) 688-0800

FAX #
(609) 688-0804

THREE GATEWAY CENTER
FIFTEENTH FLOOR
NEWARK, NEW JERSEY 07102

(201) 622-0800

FAX #
(201) 622-6444

July 10, 1995

VIA FEDERAL EXPRESS

Mr. Buck Kohr
Division of Corporations
State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

Re: COURTS AT KENDALL ASSOCIATES, LTD.
OUR FILE NO. 00407.0051

Dear Mr. Kohr:

In accordance with your telephone conversation this date with my secretary, enclosed please find this firm's check in the amount of \$52.50 representing the filing fee of the Amended and Restated Certificate of Limited Partnership of Courts at Kendall Associates, Ltd.

Kindly attend to the filing of same at this time and provide us with the appropriate confirmation letter.

Very truly yours,

NANCY G. WRIGHT

G. TAX _____
FILING _____
R. AGENT FEE _____
C. COPY _____
TOTAL _____
N. BANK _____
BALANCE DUE _____
REFUND _____

NGW/tjo
Enclosure

400001540744
-07/19/95--01004--005
*****52.50 *****52.50

**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
COURTS AT KENDALL ASSOCIATES, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 12 AM 10:42

1. COURTS AT KENDALL ASSOCIATES, LTD.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 2600 E. COMMERCIAL BOULEVARD, SUITE 213, FORT LAUDERDALE, FLORIDA 33308
(The Business Address of Limited Partnership)
3. SHELDON LIEBOWITZ
(Name of Registered Agent for Service of Process)
4. 2600 E. COMMERCIAL BOULEVARD, SUITE 213, FORT LAUDERDALE, FLORIDA 33308
(Florida Street Address for Registered Agent)
5. _____
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 2600 E. COMMERCIAL BOULEVARD, SUITE 213, FORT LAUDERDALE, FLORIDA 33308
(The Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2032.

8. NAME OF GENERAL PARTNER(S)	SPECIFIC ADDRESS
<u>M. L. PROPERTY MANAGEMENT, INC.</u> 572 226	<u>c/o Murray Liebowitz, President</u> <u>2600 E. Commercial Blvd., Suite 213</u> <u>Fort Lauderdale, Florida 33308</u>
<u>WESTON KENDALL CORP.</u> PASCAL 4915	<u>c/o Riverside Capital Management Corp.</u> <u>470 Mamaroneck Avenue, Room 205</u> <u>White Plains, New York 10605</u>

9. The original Certificate of Limited Partnership of Courts at Kendall Associates, Ltd. was filed with the Florida Secretary of State on June 9, 1995.
The within Amended and Restated Certificate of Limited Partnership was duly executed and is being filed in accordance with Section 620.109, F.S.

SENT BY: DATHDATE: WEGENER

1 0-20-95 111:14AM 1

DATHDATE: WEGENER+

141352058051# 3

SIGNED THIS 29th day of June, 1995

Signature of all general partners:


ATTEST:


General Partner
SHELDON LIEBOWITZ, Sec.


M. L. PROPERTY MANAGEMENT, INC.

BY: 
General Partner
MURRAY LIEBOWITZ, President

ATTEST:


General Partner
DAVID H. STRASSLER, Sec.

WESTON KENDALL CORP.

BY: 
General Partner
ROBERT B. STRASSLER, President

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 JUL 12 AM 10:42

A95000000862

BATHGATE, WEGENER & WOLF

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

ONE AIRPORT ROAD

PORT OFFICE BOX 4049

LAKEWOOD, NEW JERSEY 08701

(609) 881-0800

FAX #
(609) 881-0804

THREE GATEWAY CENTER
FIFTEENTH FLOOR
NEWARK, NEW JERSEY 07102

(201) 666-0000

FAX #
(201) 666-0444

A95000000862

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 12 AM 10:41

June 29, 1995

VIA FEDERAL EXPRESS

Division of Corporations
State of Florida
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

200001530072
-07/05/95--01063--007
***1750.00 ***1750.00

Attention: Registration and Qualification/Limited Partnerships

Re: ^{AT} COURTS ~~OF~~ KENDALL ASSOCIATES, LTD.
OUR FILE NO. 00407.0051

Dear Sir or Madam:

Enclosed please find the following for filing with the Secretary of State in connection with the above referenced matter:

1. Original and one copy of Amended and Restated Certificate of Limited Partnership of Courts at Kendall Associates, Ltd.;
2. Original and one copy of Supplemental Affidavit of Capital Contribution;
3. Check in the amount of \$1,750.00 representing the filing fee.

BK

7/12/95

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FLORIDA LIMITED PARTNERSHIP**

The undersigned, constituting all of the general partners of _____
Court: At Kendall Associates, Ltd., a Florida
Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112,
Florida Statutes.

The total amount of the capital contributions of the limited partners is \$ 3,465,000.00.

This 29th day of June, 19 95.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true
to the best of my knowledge and belief.

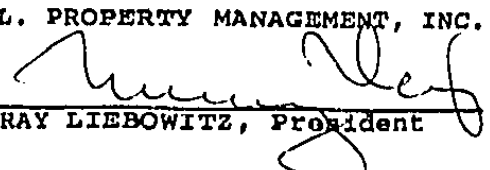
General Partner

ATTEST:


SHELDON LIEBOWITZ, Sec.

M. L. PROPERTY MANAGEMENT, INC.

BY:



MURRAY LIEBOWITZ, President

ATTEST:


DAVID H. STRASSLER, Sec.

WESTON KENDALL CORP.

BY:


ROBERT B. STRASSLER, President

INHSE 20 (7-90)

FEEB: \$7 per \$1000, based on the additional contributions
Minimum \$32.50 - Maximum \$1750

A95000000862

BATHGATE, WEGENER & WOLF

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

ONE AIRPORT ROAD

POST OFFICE BOX 80-40

LACKWOOD, NEW JERSEY 07041

(609) 688-0000

FAX 1
(609) 688-0004

THIRD GATEWAY CENTER
FIFTEENTH FLOOR
NEWARK, NEW JERSEY 07102

(609) 688-0000

FAX 2
(609) 688-0004

500001499675
-05/26/95--01020--005
***735.00 ***735.00

May 22, 1995

VIA FEDERAL EXPRESS

Division of Corporations
State of Florida
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

Attention: Registration and Qualification of Limited Partnerships

Re: **COURTS OF KENDALL ASSOCIATES, LTD.**
OUR FILE NO. 00407.0051

Dear Sir or Madam:

Enclosed please find the following for filing with the Secretary of State in connection with the above referenced matter:

Transmittal Availability	5/30/95 del	1. Original and one copy of Certificate of Limited Partnership of Courts of Kendall Associates, Ltd.;
Document Number		2. Original and one copy of Affidavit of Capital Contribution;
Fee		3. Check in the amount of \$735.00 representing the filing fee (\$700.00) and designation of registered agent fee (\$35.00).
W. P. Verifier	000	

A95000000862

W95000011189

FILED
1995 JUN -9 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

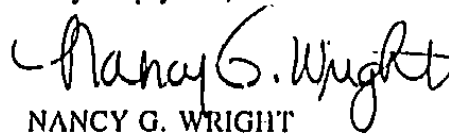
2
\$10,000.00

BATHGATE, WIEGNER & WOLF
A PROFESSIONAL CORPORATION

Division of Corporations
May 22, 1995
Page 2

Kindly file the documents and return the appropriate acknowledgement of filing letter to the attention of the undersigned in the enclosed return Federal Express envelope.

Very truly yours,

A handwritten signature in cursive script that reads "Nancy G. Wright". The signature is written in dark ink and is positioned above the printed name.

NANCY G. WRIGHT

NGW/tjo
Enclosure

cc: Sheldon Liebowitz
Murray Liebowitz

BATHGATE, WIEGNER & WOLF

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

ONE AIRPORT ROAD

POST OFFICE BOX 8040

LAKewood, NEW JERSEY 08701

(609) 888-0888

FAX 1
(609) 888-0884

THREE GATEWAY CENTER
FIFTEENTH FLOOR
NEWARK, NEW JERSEY 07102

(201) 878-0888

FAX 2
(201) 878-0884

June 7, 1995

Diane Cushing, Corporate Specialist
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: **COURTS AT KENDALL ASSOCIATES, LTD.**
YOUR REFERENCE #W95000011189

Dear Ms. Cushing:

Enclosed please find a copy of your letter dated May 30, 1995 in connection with the above referenced matter. Also enclosed are two original copies of the Certificate of Limited Partnership of Courts at Kendall Associates, Ltd.

Would you kindly attend to the filing of same at your earliest convenience and provide me with your acknowledgment letter by return Federal Express in the enclosed envelope.

Very truly yours,


NANCY G. WRIGHT

NGW/tjo
Enclosure



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 30, 1995

NANCY G. WRIGHT
BATHGATE WEGENER & WOLF
P.O. BOX 2043
LAKEWOOD, NJ 08701

SUBJECT: COURTS AT KENDALL ASSOCIATES, LTD.
Ref. Number: W95000011189

We have received your document for COURTS AT KENDALL ASSOCIATES, LTD. and your check(s) totaling \$735.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign 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 (904) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 895A00027110

**CERTIFICATE OF LIMITED PARTNERSHIP
OF**

1. COURTS AT KENDALL ASSOCIATES, LTD.
(Name of Limited Partnership; must contain a suffix such as "Limited",
"Ltd.", or "Limited Partnership")

2600 E. COMMERCIAL BOULEVARD, SUITE 213, FORT LAUDERDALE,
FLORIDA 33308
2. (The Business Address of Limited Partnership)

3. SHELDON LIEBOWITZ
(Name of Registered Agent for Service of Process)

2600 E. COMMERCIAL BOULEVARD, SUITE 213, FORT LAUDERDALE,
FLORIDA 33308
4. (Florida Street Address for Registered Agent)

5. [Signature]
(Registered Agent must sign here to accept designation as Registered Agent for
Service of Process.)

2600 E. COMMERCIAL BOULEVARD, SUITE 213, FORT LAUDERDALE,
FLORIDA 33308
6. (The Mailing Address of the Limited Partnership.)

7. The latest date upon which the Limited Partnership is to be dissolved is 12/31/2030

8. NAME OF GENERAL PARTNER(S)

SPECIFIC ADDRESS

M.L. PROPERTY MANAGEMENT, INC.

2600 E. COMMERCIAL BLVD., SUITE 213
FORT LAUDERDALE, FLORIDA 33308

572226

FILED
1995 JUN -9
AM 10:50
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

Signed this _____ day of May, 1995.

Signature of all general partners:

M. L. PROPERTY MANAGEMENT, INC.

By:

General Partner

General Partner

SHELDON LIEBOWITZ, Secretary

SHELDON LIEBOWITZ, Vice President

General Partner

General Partner

General Partner

FILED

1995 JUN -9 AM 10:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of

COURTS AT KENDALL ASSOCIATES, LTD.

_____, a Florida Limited Partnership,
certify as follows:

The amount of capital contributions to date of the limited partners is \$ 100,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 100,000.00.

This 25th day of MAY, 19 95

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

Attest:

M.L.PROPERTY MANAGEMENT, INC

General Partner

General Partner

Sheldon Liebowitz, Secretary Sheldon Liebowitz, Vice-President

General Partner

General Partner

General Partner

General Partner

FILED
1935 JUN -9 AM 10:50
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
51

A95000000862

1201 HAY STREET

800-342-8086

CSC networks

PROFESSOR HALL
LEGAL & FINANCIAL SERVICES

95 AUG 25 PM 2:43

DIVISION

ACCOUNT NO. : 072100000032

REFERENCE : 669406 11614A

AUTHORIZATION :

COST LIMIT : \$ 52.50

Patricia Pyzdek

ORDER DATE : August 25, 1995

ORDER TIME : 1:41 PM

ORDER NO. : 669406

200001570372

CUSTOMER NO: 11614A

CUSTOMER: Ms. Martina Owens
Alan J. Werkman, Esq
Suite 101b
160 S.w. 12th Avenue
Deerfield Beach, FL 33442-3102

DOMESTIC AMENDMENT FILING

NAME: COURTS AT KENDALL
ASSOCIATES, LTD.

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: Deborah Schroder

EXAMINER'S INITIALS:

8/25/95
DPK

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 25 PM 3:18

AMENDMENT TO AMENDED AND RESTATED
CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP
OF
COURTS AT KENDALL ASSOCIATES, LTD.

95 AUG 25 PM 3:18
SECRET
FIVE STAFFS
UNCLASSIFIED

WHEREAS, COURTS AT KENDALL ASSOCIATES LTD. (the "Partnership"), was created pursuant to a Certificate and Agreement of Limited Partnership filed with the Secretary of State of the State of Florida, on June 9, 1995; and

WHEREAS, NORMAN G. FOSBACK is a limited partner in the Partnership and now desires to transfer his said limited partnership interest to The MW Trust, U/T/D 12/31/91, Milton Workman, Trustee, and

WHEREAS, M.L. PROPERTY MANAGEMENT, INC., and WESTON KENDALL CORP., partners in the Partnership (the "General Partners"), desire to consent to the transfer by Norman G. Fosback of his interest in the Partnership to The MW Trust, U/T/D 12/31/91, Milton Workman, Trustee;

NOW THEREFORE, the parties hereto hereby agree, and sign and swear as follows:

1. Norman Fosback hereby assigns sets over and transfers all of his limited partnership interest in the Partnership to The MW Trust, U/T/D 12/31/91, Milton Workman, Trustee, and hereby withdraws as a Limited Partner in the Partnership. Norman G. Fosback, by executing this instrument, evidences his intent that The MW Trust, U/T/D 12/31/91, Milton Workman, Trustee shall become a substituted Limited Partner.

2. Exhibit A1 to the Amended and Restated Agreement and Certificate of Limited Partnership is hereby amended to conform to Exhibit A1 attached hereto.

3. All references in the Amended and Restated Certificate and Agreement of Limited Partnership to Norman G. Fosback as Limited Partner shall mean The MW Trust, U/T/D 12/31/91, Milton Workman, Trustee, as Limited Partner.

4. This Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership shall take effect as of June 9, 1995.

IN WITNESS WHEREOF, the General Partners on behalf of the Partnership have executed this Amendment to Amended and Restated Certificate and Agreement of Limited Partnership, as of this 30th day of June, 1995.

SCHEDULE A1

<u>Name and Address of Partners</u>	<u>% Interest-Capital Contribution</u> <u>(Amount of Cash/Agreed Value)</u>	
<u>GENERAL PARTNERS</u>		
M.L. PROPERTY MANAGEMENT, INC. 2600 E. Commercial Blvd. Suite 213 Ft. Lauderdale, FL 33308	0.50 %	\$17,500
WESTON KENDALL CORP c/o Riverside Capital Managemont Corp. 470 Mamaroneck Avenue Rm. 205 White Plains, NY 10605	0.50 %	\$17,500
<u>LIMITED PARTNERS</u>		
Weston Associates c/o Randy W. DiTata Riverside Capital Mnmgt. Corp. 470 Mamaroneck Avenue Rm. 205	49.50 %	\$1,732,500
Sheldon Liebowitz c/o M.L. Property Management, Inc. 2600 E. Commercial Blvd. #200 Ft. Lauderdale, FL 33308	5.00 %	\$175,000
Murray Liebowitz c/o M.L. Property Management, Inc. 2600 E. Commercial Blvd. #200 Ft. Lauderdale, FL 33308	5.00 %	\$175,000
Dani Siegel Genetra Affiliates, Inc. 29 West 36 Street Paterson, NJ 07513	15.00 %	\$525,000
VanZon International 555 W. 57 Street, Suite 1420 New York, NY 10019	9.00 %	\$315,000
Glen Parker The Institute for Econometric Research 2200 SW 10 Street Deerfield Beach, FL 33442-8799	3.00 %	\$105,000
The MW Trust, U/T/D 12/31/91 Milton Werksman, Trustee 4801 Esedra Court #106 Lake Worth, FL 33467	3.00 %	\$105,000

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
AUG 25 1991 3:18

William Leeds
c/o IP Container
864 East 25 Street
Paterson, NJ 07513

3.00 % \$227,500

Frank & Evelyn Estoy
135 Horizon Drive
Chatham, MA 02633

3.00 % \$105,000

TOTAL ALL PARTNERS

100.00 % \$3,500,000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 25 PM 3:18

This Amendment may be executed in several counterparts, and all such counterparts, so executed, taken together shall constitute one agreement, binding on all parties hereto, notwithstanding that all the parties are not signatory to the original or the same counterpart. Execution of a counterpart signature page by a General or Limited Partner shall be deemed for all purposes execution of the Amendment.

COURTS AT KENDALL ASSOC., LTD.
BY:

WITNESS

M.L. PROPERTY MANAGEMENT, INC.
as General Partner

WITNESS

By: _____
Murray Liebowitz, President

WITNESS

WESTON KENDALL CORP.
as General Partner

WITNESS


By: _____
Robert S. Strassler, President



WITNESS



WITNESS



NORMAN G. FOSBACK
Resigning Limited Partner

WITNESS

WITNESS

The MW Trust, U/T/D 12/31/91,
Milton Werksman, Trustee
Substituted Limited Partner

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 25 PM 3:18

This Amendment may be executed in several counterparts, and all such counterparts, so executed, taken together shall constitute one agreement, binding on all parties hereto, notwithstanding that all the parties are not signatory to the original or the same counterpart. Execution of a counterpart signature page by a General or Limited Partner shall be deemed for all purposes execution of the Amendment.

Martina Cwiler
WITNESS

James J. Jones
WITNESS

WITNESS

WITNESS

WITNESS

WITNESS

Martina Cwiler
WITNESS

James J. Jones
WITNESS

COURTS AT KENDALL ASSOC., LTD.
BY:

M.L. PROPERTY MANAGEMENT, INC.
as General Partner

By: Murray Liobowitz
Murray Liobowitz, President

WESTON KENDALL CORP.
as General Partner

By: _____
Robert S. Strassler, President

NORMAN G. FOSEBACK
Resigning Limited Partner

Milton Werksman
The MW Trust, U/T/D 12/31/91,
Milton Werksman, Trustee
Substituted Limited Partner


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 25 PM 3:19

ASSIGNMENT OF GENERAL PARTNERSHIP INTEREST

The undersigned, Norman G. Fosback, for and in consideration of \$10.00 and other good and valuable consideration, hereby assigns, convey, sets over and transfers his three percent (3.0 %) limited partnership interest in Courts at Kendall Associates, Ltd., a Florida Limited Partnership created pursuant to the Certificate and Agreement of Limited Partnership filed with the Secretary of State of the State of Florida, on June 9, 1995; together with all right, title and interest possessed by the undersigned as a Limited Partner of Courts at Kendall Associates, Ltd., to have and to hold the same by The MW Trust, U/T/D 12/31/91, Milton Workman, Trustee, its representatives, successors and assigns as of ~~August~~ June 30, 1995.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 9th day of AUGUST, 1995.


WITNESS


NORMAN G. FOSBACK
Resigning Limited Partner

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 25 PM 3:19


WITNESS

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

The foregoing instrument as acknowledged before me this 9 day of August, 1995 by NORMAN G. FOSBACK who is personally known to me or who has produced _____ as identification and who did take an oath.


Notary Signature

JOAN M. APPEL
Printed Notary Signature

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPI. OCT. 25, 1995
BUNDLED THROUGH GENERAL EX. UNDER

ACCEPTANCE OF ASSIGNMENT OF LIMITED PARTNERSHIP INTEREST

The undersigned, The MW Trust, U/T/D 12/31/91, Milton Workman, Trustee hereby acknowledges the acceptance of the three percent (3.0 %) limited partnership interest of Courts at Kendall Associates, Ltd. from Norman G. Fosback and hereby agrees to be bound by the terms and conditions of the Amended and Restated Certificate and Agreement of Limited Partnership dated as of June 9, 1995, as filed with and certified by the Secretary of State of Florida on June 9, 1995, together with any and all amendments thereto.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 10th day of August, 1995.

The MW Trust, U/T/D 12/31/91

Martin Olsen
WITNESS

Milton Workman
By: Milton Workman, Trustee
Accepting Limited Partner

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
AUG 25 PM 3:19

James F. Jarvis
WITNESS

STATE OF FLORIDA)
COUNTY OF BROWARD) SS:

The foregoing instrument as acknowledged before me this 10th day of AUGUST, 1995 by Milton Workman who is personally known to me or who has produced _____ as identification and who did take an oath.

James F. Jarvis
Notary Signature
Janet F. Jarvis
Printed Notary Signature

OFFICIAL NOTARY SEAL
JANET F. JARVIS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC203963
MY COMMISSION EXP. JUNE 30, 1998

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra Moulton
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 JAN 17 AM 9:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name of Limited Partnership

1a. DOCUMENT #
A95000000862

CURTS AT KENDALL ASSOCIATES, LTD.

DO NOT WRITE IN THIS SPACE

2. How Mating Address, if Applicable

State Apt # etc

City State & Zip

2a. New Principal Office
6000016927005
01/19/96 01016--004

State Apt # etc

City State & Zip

Doing Address

E. COMMERCIAL BOULEVARD, SUITE 213
FORT LAUDERDALE FL 33300

Principal Office Address

2000 E. COMMERCIAL BOULEVARD, SUITE 213
FORT LAUDERDALE FL 33300

20a. If address is incorrect in any way, list through the incorrect information and enter correct address in Block 2 and/or 2a

Date Formed or Registered to Do Business in
FLORIDA 08/09/1995

3a. Date of Last Report

4. State or Country of Formation
FL

1. Capital Contributions as Shown
on Record
\$3,465,000.00

5b. Amount of Capital Contributions in
FLORIDA to date

6. FID Number
65-0588428

Applied For
Not Applicable

7. CERTIFICATE OF STATUS REQUIRED
\$0.75 Additional Fee required
for a Certificate of Status

FEES: 1) Filing Fee. Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.
2) Supplemental Fee. \$138.75 (pursuant to section 607.103, F.S.)
E AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)
c. If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee
CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

9. Name and Address of Current Registered Agent

IEBOWITZ, SHELDON
600 E. COMMERCIAL BOULEVARD, SUITE 213
FORT LAUDERDALE FL 33308

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Acceptable)

State Apt # etc

City

Zip Code

FL

1a. Pursuant to the provisions of sections 620.1051 and 620.102, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept this appointment of registered agent. I am familiar with and accept the obligations of section 620.102, Florida Statutes.

NATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City State & Zip Code	11c. Registration/ Document Number
M.L. PROPERTY MANAGEMENT, IN WESTON KENDALL CORP.	2600 E. COMMERCIAL BL C/O 470 MAMARONECK AV	FORT LAUDERDALE FL 33 WHITE PLAINS NY 10605	572228 P95000049362

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(b), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(b) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE

Printed Name of General Partner Signing Form

Sheldon Liebowitz

DATE

Telephone Number

305-491-4511

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

A9500000862



ACCOUNT NO. : 072100000032

REFERENCE : 901522 11614A

AUTHORIZATION : Patricia Pizute

COST LIMIT : \$ 35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 29 AM 9:31

ORDER DATE : March 29, 1996

ORDER TIME : 2:29 PM

ORDER NO. : 901522

CUSTOMER NO: 11614A

CUSTOMER: Ms. Martina Owens
Alan J. Werksman, Esq
Suite 101b
160 S.W. 12th Avenue
Deerfield Beach, FL 33442-3102

DOMESTIC AMENDMENT FILING

NAME: COURTS AT KENDALL ASSOCIATES,
LTD.

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: Daniel W. Leggett

EXAMINER'S INITIALS:

RECEIVED
96 MAR 29 PM 4:11
DIVISION OF CORPORATIONS

3/29/96
BK
MZA

AMENDMENT TO AMENDED AND RESTATED
CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP
OF
COURTS AT KENDALL ASSOCIATES, LTD.

RECEIVED
DIVISION 29
SEP 29 1995
FBI - MIAMI

WHEREAS, COURTS AT KENDALL ASSOCIATES LTD. (the "Partnership"), was created pursuant to a Certificate and Agreement of Limited Partnership filed with the Secretary of State of the State of Florida, on June 9, 1995; and

WHEREAS, THE MW TRUST, U/T/D 12/31/91, MILTON WERKSMAN, TRUSTEE, is a limited partner in the Partnership and now desires to assign his said limited partnership interest to THE HILDA B. WERKSMAN TRUST, U/T/D 5/10/89, MILTON WERKSMAN, TRUSTEE, and

WHEREAS, M.L. PROPERTY MANAGEMENT, INC., and WESTON KENDALL CORP., partners in the Partnership (the "General Partners"), desire to consent to the transfer by Milton Werksman, Trustee of the MW Trust, U/T/D 12/31/91, his interest in the Partnership to Milton Werksman, Trustee of the Hilda B. Werksman Trust, U/T/D 5/10/89;

NOW THEREFORE, the parties hereto hereby agree, and sign and swear as follows:

1. Milton Werksman, Trustee of the MW Trust, U/T/D 12/31/91 hereby assigns sets over and transfers all of his limited partnership interest in the Partnership to Milton Werksman, Trustee of the Hilda B. Werksman Trust, U/T/D 5/10/89. Milton Werksman, Trustee of the MW Trust, U/T/D 12/31/91, by executing this instrument, evidences his intent that Milton Werksman, Trustee of the Hilda B. Werksman Trust, U/T/D 5/10/89, shall become a substituted Limited Partner.

2. Exhibit A1 to the Amended and Restated Agreement and Certificate of Limited Partnership is hereby amended to conform to Exhibit A1 attached hereto.

3. All references in the Amended and Restated Certificate and Agreement of Limited Partnership to Milton Werksman, Trustee of the MW Trust, U/T/D 12/31/91 as Limited Partner shall mean Milton Werksman, Trustee of the Hilda B. Werksman Trust, U/T/D 5/10/89, as Limited Partner.

4. This Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership shall take effect as of 16th September, 1995.

IN WITNESS WHEREOF, the General Partners on behalf of the Partnership have executed this Amendment to Amended and Restated Certificate and Agreement of Limited Partnership, as of this 16th

day of September, 1995.

This Amendment may be executed in several counterparts, and all such counterparts, so executed, taken together shall constitute one agreement, binding on all parties hereto, notwithstanding that all the parties are not signatory to the original or the same counterpart. Execution of a counterpart signature page by a General or Limited Partner shall be deemed for all purposes execution of the Amendment.

Martina Overp
WITNESS

Wendy H. H. H.
WITNESS

WITNESS

WITNESS

WITNESS

WITNESS

WITNESS

WITNESS

COURTS AT KENDALL ASSOC., LTD.
BY:

M.L. PROPERTY MANAGEMENT, INC.
as General Partner

By: Murray Liebowitz
Murray Liebowitz, President

WESTON KENDALL CORP.
as General Partner

By: _____
Robert S. Strassler, President

The MW Trust, U/T/D 12/31/91
Milton Werksman, Trustee
Resigning Limited Partner

The Hilda B. Werksman Trust, U/T/D
5/10/89, Milton Werksman, Trustee
Substituted Limited Partner

day of September, 1995.

This Amendment may be executed in several counterparts, and all such counterparts, so executed, taken together shall constitute one agreement, binding on all parties hereto, notwithstanding that all the parties are not signatory to the original or the same counterpart. Execution of a counterpart signature page by a General or Limited Partner shall be deemed for all purposes execution of the Amendment.

COURTS AT KENDALL ASSOC., LTD.
BY:

WITNESS

M.L. PROPERTY MANAGEMENT, INC.
as General Partner

By: _____
Murray Liebowitz, President

WITNESS

Donna Williams

WITNESS

WESTON KENDALL CORP.
as General Partner

By: *RAS*
Robert S. Strassler, President

Karl M. Strassler

WITNESS

WITNESS

WITNESS

The MW Trust, U/T/D 12/31/91
Milton Werksman, Trustee
Resigning Limited Partner

WITNESS

WITNESS

The Hilda B. Werksman Trust, U/T/D
5/10/89, Milton Werksman, Trustee
Substituted Limited Partner

SECRET
NO FORN DISSEM
95 MAR 29 PM 9:51
CIVIL RIGHTS DIVISION

day of September, 1995.

This Amendment may be executed in several counterparts, and all such counterparts, so executed, taken together shall constitute one agreement, binding on all parties hereto, notwithstanding that all the parties are not signatory to the original or the same counterpart. Execution of a counterpart signature page by a General or Limited Partner shall be deemed for all purposes execution of the Amendment.

COURTS AT KENDALL ASSOC., LTD.
BY:

WITNESS

M.L. PROPERTY MANAGEMENT, INC.
as General Partner

By: _____
Murray Liebowitz, President

WITNESS

WESTON KENDALL CORP.
as General Partner

WITNESS

By: _____
Robert S. Strassler, President

WITNESS

Martina O'Connell
WITNESS

Wanda Horvath
WITNESS

Milton Werksman
The MW Trust, U/T/D 12/31/91
Milton Werksman, Trustee
Resigning Limited Partner

Martina O'Connell
WITNESS

Wanda Horvath
WITNESS

Hilda B. Werksman
The Hilda B. Werksman Trust, U/T/D
5/10/89, Milton Werksman, Trustee
Substituted Limited Partner

RECEIVED
DIVISION 29
95 MAR 29 AM 9:31
FBI - ST. LOUIS

ASSIGNMENT OF LIMITED PARTNERSHIP INTEREST

The undersigned, Milton Workman, Trustee for the MW Trust U/T/D 12/31/91, for and in consideration of \$10.00 and other good and valuable consideration, hereby assigns, convey, sets over and transfers his three percent (3.0 %) limited partnership interest in Courts at Kendall Associates, Ltd., a Florida Limited Partnership created pursuant to the Certificate and Agreement of Limited Partnership filed with the Secretary of State of the State of Florida, on June 9, 1995; together with all right, title and interest possessed by the undersigned as a Limited Partner of Courts at Kendall Associates, Ltd., to have and to hold the same by The Hilda B. Workman Trust, U/T/D 5/10/89, Milton Workman, Trustee, its representatives, successors and assigns as of 6th September, 1995.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 6th day of September, 1995.

The MW Trust U/T/D 12/31/91

Milton Workman
WITNESS

Milton Workman
By: Milton Workman, Trustee
Resigning Limited Partner

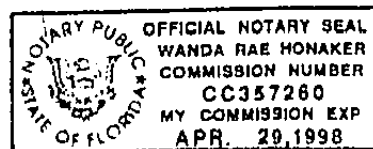
Wanda Rae Honaker
WITNESS

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

The foregoing instrument as acknowledged before me this 6 day of September, 1995 by MILTON WORKSMAN who is personally known to me and who did take an oath.

Wanda Rae Honaker
Notary Signature

WANDA RAE HONAKER
Printed Notary Signature



ACCEPTANCE OF ASSIGNMENT OF LIMITED PARTNERSHIP INTEREST

The undersigned, The Hilda B. Workman Trust, U/T/D 5/10/89, Milton Workman, Trustee hereby acknowledges the acceptance of the three percent (3.0 %) limited partnership interest of Courts at Kondall Associates, Ltd. from The MW Trust, U/T/D 12/31/91, Milton Workman Trustee, and hereby agrees to be bound by the terms and conditions of the Amended and Restated Certificate and Agreement of Limited Partnership dated as of June 9, 1995, as filed with and certified by the Secretary of State of Florida on June 9, 1995, together with any and all amendments thereto.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 6th day of September, 1995.

The Hilda B. Workman Trust,
U/T/D 5/10/89

Milton Workman
WITNESS

Milton Workman
By: Milton Workman, Trustee
Accepting Limited Partner

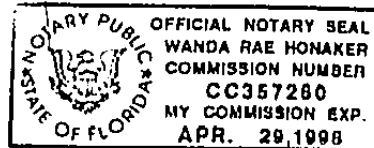
Wanda Rae Honaker
WITNESS

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

The foregoing instrument as acknowledged before me this 6 day of September, 1995 by MILTON WERKSMAN who is personally known to me and who did take an oath.

Wanda Rae Honaker
Notary Signature

WANDA RAE HONAKER
Printed Notary Signature



SCHEDULE A1

<u>Name and Address of Partners</u>	<u>% Interests-Capital Contribution</u> <u>(Amount of Cash/Agreed Value)</u>
-------------------------------------	---

GENERAL PARTNERS

M.L. PROPERTY MANAGEMENT, INC.
2600 E. Commercial Blvd.
Suite 213
Ft. Lauderdale, FL 33308

0.50 % \$17,500

WESTON KENDALL CORP
c/o Riverside Capital Management Corp.
470 Mamaroneck Avenue Rm. 205
White Plains, NY 10605

0.50 % \$17,500

LIMITED PARTNERS

Weston Associates
c/o Randy W. DiTata
Riverside Capital Mnmgt. Corp.
470 Mamaroneck Avenue Rm. 205

49.50 % \$1,732,500

Sheldon Liebowitz
c/o M.L. Property Management, Inc.
2600 E. Commercial Blvd. #200
Ft. Lauderdale, FL 33308

5.00 % \$175,000

Murray Liebowitz
c/o M.L. Property Management, Inc.
2600 E. Commercial Blvd. #200
Ft. Lauderdale, FL 33308

5.00 % \$175,000

Dani Siegel
Genetra Affiliates, Inc.
29 West 36 Street
Paterson, NJ 07513

15.00 % \$525,000

VanZon International
555 W. 57 Street, Suite 1420
New York, NY 10019

9.00 % \$315,000

Glen Parker
The Institute for Econometric Research
2200 SW 10 Street
Deerfield Beach, FL 33442-8799

3.00 % \$105,000

The Hilda B. Werksman Trust U/T/D 12/31/91
Milton Werksman, Trustee
4801 Esedra Court #106
Lake Worth, FL 33467

3.00 % \$105,000

William Loods
a/o IP Container
864 East 25 Street
Paterson, NJ 07513

6.50 % \$227,500

Frank & Evelyn Estoy
135 Horizon Drive
Chatham, MA 02633

3.00 % \$105,000

TOTAL ALL PARTNERS

100.00 % \$3,500,000

FILED
RECEIVED
SECTION OF RECORDS
APR 29 AM 9:31

1201 HAYS STREET

800-342-8086

ASSIST, FL 32301-2607

(407) 222-7777
(407) 222-7777

A 95000000862



PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 072100000032

REFERENCE : 959042 11614A

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 52.50

ORDER DATE : May 20, 1996

ORDER TIME : 8:28 AM

ORDER NO. : 959042

CUSTOMER NO: 11614A

500001820285

CUSTOMER: Ms. Martina Owens
Alan J. Werksman, Esq
Suite 101b
160 S.W. 12th Avenue
Deerfield Beach, FL 33442-3102

DOMESTIC AMENDMENT FILING

NAME: COURTS AT KENDALL ASSOCIATES,
LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 20 AM 11:13

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

B/K

B/K

5/20/96

AMENDMENT TO AMENDED AND RESTATED
CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP
OF
COURTS AT KENDALL ASSOCIATES, LTD.

SECRET
OFFICE OF THE SECRETARY OF STATE
WASHINGTON, D.C. 20520
95 MAY 20 AM 11:43

WHEREAS, COURTS AT KENDALL ASSOCIATES LTD. (the "Partnership"), was created pursuant to a Certificate and Agreement of Limited Partnership filed with the Secretary of State of the State of Florida, on June 9, 1995; and

WHEREAS, THE HILDA B. WERKSMAN TRUST, U/T/D 5/10/89, MILTON WERKSMAN, TRUSTEE, is a limited partner in the Partnership and now desires to divide and assign his said 3% limited partnership interest, 1.5% to THE AWERKS TRUST, U/T/D 2/8/96, ALAN WERKSMAN, TRUSTEE, and 1.5% to CAROLE W. LEIPZIG,

WHEREAS, M.L. PROPERTY MANAGEMENT, INC., and WESTON KENDALL CORP., partners in the Partnership (the "General Partners"), desire to consent to the transfer by Milton Werksman, Trustee of the Hilda B. Werksman Trust, U/T/D 5/10/89, of his 3% interest in the Partnership, 1.5% to the AWERKS Trust, U/T/D 2/8/96, Alan Werksman, Trustee, and 1.5% to Carole W. Leipzig,

NOW THEREFORE, the parties hereto hereby agree, and sign and swear as follows:

1. Milton Werksman, Trustee of the Hilda B. Werksman Trust, U/T/D 5/10/89 hereby assigns sets over and transfers all of his limited partnership interest in the Partnership, 1.5% to the AWERKS Trust, U/T/D 2/8/96, Alan J. Werksman, Trustee, and 1.5% to Carole W. Leipzig. Milton Werksman, Trustee of the Hilda B. Werksman Trust, U/T/D 5/10/89, by executing this instrument, evidences his intent that Alan J. Werksman, Trustee of the AWERKS Trust, U/T/D 2/8/96, and Carole W. Leipzig, shall become substituted Limited Partners.

2. Exhibit A1 to the Amended and Restated Agreement and Certificate of Limited Partnership is hereby amended to conform to Exhibit A1 attached hereto.

3. All references in the Amended and Restated Certificate and Agreement of Limited Partnership to Milton Werksman, Trustee of the Hilda B. Werksman Trust, U/T/D 5/10/89 as Limited Partner shall mean Alan J. Werksman, Trustee of the AWERKS Trust, U/T/D 8/8/96, and Carole W. Leipzig, as Limited Partners.

4. This Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership shall take effect as of 10th of February, 1996.

IN WITNESS WHEREOF, the General Partners on behalf of the Partnership have executed this Amendment to Amended and Restated Certificate and Agreement of Limited Partnership, as of this 10th day of February, 1996.

This Amendment may be executed in several counterparts, and all such counterparts, so executed, taken together shall constitute one agreement, binding on all parties hereto, notwithstanding that all the parties are not signatory to the original or the same counterpart. Execution of a counterpart signature page by a General or Limited Partner shall be deemed for all purposes execution of the Amendment.

COURTS AT KENDALL ASSOC., LTD.
BY:

John Wade
WITNESS

M.L. PROPERTY MANAGEMENT, INC.
as General Partner

Mull Reese
WITNESS

By: Murray Liebowitz
Murray Liebowitz, President

WITNESS

WESTON KENDALL CORP.
as General Partner

WITNESS

By: _____
Robert S. Strassler, President

WITNESS

THE HILDA B. WERKSMAN TRUST
U/T/D/ 5/10/89

WITNESS

Milton Werksman, Trustee
Resigning Limited Partner

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 20 1996

IN WITNESS WHEREOF, the General Partners on behalf of the Partnership have executed this Amendment to Amended and Restated Certificate and Agreement of Limited Partnership, as of this 10th day of February, 1996.

This Amendment may be executed in several counterparts, and all such counterparts, so executed, taken together shall constitute one agreement, binding on all parties hereto, notwithstanding that all the parties are not signatory to the original or the same counterpart. Execution of a counterpart signature page by a General or Limited Partner shall be deemed for all purposes execution of the Amendment.

COURTS AT KENDALL ASSOC., LTD.
BY:

WITNESS

M.L. PROPERTY MANAGEMENT, INC.
as General Partner

WITNESS

By: _____
Murray Liebowitz, President

WITNESS

WESTON KENDALL CORP.
as General Partner


WITNESS

By: 
Robert S. Strassler, President

WITNESS

THE HILDA B. WERKSMAN TRUST
U/T/D/ 5/10/89

WITNESS

Milton Werksman, Trustee
Resigning Limited Partner

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 20 11:11:43

IN WITNESS WHEREOF, the General Partners on behalf of the Partnership have executed this Amendment to Amended and Restated Certificate and Agreement of Limited Partnership, as of this 10th day of February, 1996.

This Amendment may be executed in several counterparts, and all such counterparts, so executed, taken together shall constitute one agreement, binding on all parties hereto, notwithstanding that all the parties are not signatory to the original or the same counterpart. Execution of a counterpart signature page by a General or Limited Partner shall be deemed for all purposes execution of the Amendment.

COURTS AT KENDALL ASSOC., LTD.
BY:

WITNESS

M.L. PROPERTY MANAGEMENT, INC.
as General Partner

WITNESS

By: _____
Murray Liebowitz, President

WITNESS

WESTON KENDALL CORP.
as General Partner

WITNESS

By: _____
Robert S. Strassler, President

Martin Oliver
WITNESS

THE HILDA B. WERKSMAN TRUST
U/T/D/ 5/10/89

Wanda Yonker
WITNESS

Milton Werksman
Milton Werksman, Trustee
Resigning Limited Partner

Martina Owens
WITNESS

THE AWERKS TRUST, U/T/D 2/8/96

Wanda Yonaka
WITNESS

Alan J. Workman
Alan J. Workman, Trustee
Substituted Limited Partner

Martina Owens
WITNESS

Wanda Yonaka
WITNESS

Carole W. Leipzig
CAROLE W. LEIPZIG
Substituted Limited Partner

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 20 AM 11:43

SCHEDULE A1

<u>Name and Address of Partners</u>	<u>% Interests-Capital Contribution</u> <u>(Amount of Cash/Agreed Value)</u>
-------------------------------------	---

GENERAL PARTNERS

M.L. PROPERTY MANAGEMENT, INC. 2600 E. Commercial Blvd. Suite 213 Ft. Lauderdale, FL 33308	0.50 % \$ 17,500
---	------------------

WESTON KENDALL CORP c/o Riverside Capital Management Corp. 7-11 South Broadway - Ste. 200 White Plains, NY 10601	0.50 % \$ 17,500
---	------------------

LIMITED PARTNERS

Weston Associates c/o Randy W. DiTata Riverside Capital Mnmgt. Corp. 7-11 South Broadway - Ste. 200 White Plains, NY 10601	49.50 % \$1,732,500
--	---------------------

Sheldon Liebowitz c/o M.L. Property Management, Inc. 2600 E. Commercial Blvd. #200 Ft. Lauderdale, FL 33308	5.00 % \$ 175,000
--	-------------------

Murray Liebowitz c/o M.L. Property Management, Inc. 2600 E. Commercial Blvd. #200 Ft. Lauderdale, FL 33308	5.00 % \$ 175,000
---	-------------------

Dani Siegel Genetra Affiliates, Inc. 29 West 36 Street Paterson, NJ 07513	15.00 % \$ 525,000
--	--------------------

VanZon International 555 W. 57 Street, Suite 1420 New York, NY 10019	9.00 % \$ 315,000
--	-------------------

Glen Parker The Institute for Econometric Research 2200 SW 10 Street Deerfield Beach, FL 33442-8799	3.00 % \$ 105,000
--	-------------------

The AWERKS Trust U/T/D 2/8/96 Alan J. Werksman, Trustee 160 SW 12 Avenue #101B Deerfield Beach, FL 33442	1.50 % \$ 52,500
---	------------------

Carole W. Laipzig
2466 Hammott Avenue
Ft. Lee, NJ 07024

1.50 % \$ 52,500

William Leeds
c/o IP Container
864 East 25 Street
Paterson, NJ 07513

6.50 % \$ 227,500

Frank & Evelyn Estey
135 Horizon Drive
Chatham, MA 02633

3.00 % \$ 105,000

TOTAL ALL PARTNERS

100.00 % \$3,500,000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 20 AM 11:43

ASSIGNMENT OF LIMITED PARTNERSHIP INTEREST

The undersigned, Milton Workman, Trustee for the Hilda B. Workman Trust U/T/D 5/10/89, for and in consideration of \$10.00 and other good and valuable consideration, hereby assigns, convey, sets over and transfers his three percent (3.0 %) limited partnership interest in Courts at Kendall Associates, Ltd., a Florida Limited Partnership created pursuant to the Certificate and Agreement of Limited Partnership filed with the Secretary of State of the State of Florida, on June 9, 1995; together with all right, title and interest possessed by the undersigned as a Limited Partner of Courts at Kendall Associates, Ltd., to have and to hold the same by The AWERKS Trust, U/T/D 2/8/96, Alan J. Workman, Trustee, and Carole W. Leipzig, their representatives, successors and assigns as of February 10, 1996.

IN WITNESS WHEREOF, the undersigned has herunto set his hand and seal this 10th day of February, 1996.

The Hilda B. Workman Trust
U/T/D 5/10/89

Milton Workman
WITNESS

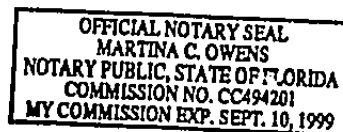
Milton Workman
By: Milton Workman, Trustee
Resigning Limited Partner

Milton Workman
WITNESS

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

The foregoing instrument as acknowledged before me this _____ day of _____, 1996 by MILTON WERKSMAN who is personally known to me and who did take an oath.

Martina C. Owens
Notary Signature



Martina C. Owens
Printed Notary Signature

ACCEPTANCE OF ASSIGNMENT OF LIMITED PARTNERSHIP INTEREST

The undersigned, The AWERKS Trust, U/T/D 2/8/96, Alan J. Workman, Trustee heroby acknowledges the acceptance of the 1.5% limited partnership interest of Courts at Kendall Associates, Ltd. from The Hilda B. Workman Trust, U/T/D 5/10/89, Milton Workman Trustee, and heroby agrees to be bound by the terms and conditions of the Amended and Restated Certificate and Agreement of Limited Partnership dated as of June 9, 1995, as filed with and certified by the Secretary of State of Florida on June 9, 1995, together with any and all amendments thereto.

IN WITNESS WHEREOF, the undersigned has herunto set his hand and seal this 10th day of February, 1996.

The AWERKS Trust, U/T/D 2/8/96

Martina Owens
WITNESS

Alan J. Workman
By: Alan J. Workman, Trustee
Accepting Limited Partner

Frank Horak
WITNESS

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

The foregoing instrument as acknowledged before me this 10th day of February, 1996 by ALAN J. WORKSMAN who is personally known to me and who did take an oath.

Martina Owens
Notary Signature

Martina C Owens
Printed Notary Signature

OFFICIAL NOTARY SEAL
MARTINA C. OWENS
NOTARY PUBLIC, STATE OF FLORIDA
COMMISSION NO. CC494201
MY COMMISSION EXP. SEPT. 10, 1999

FILED
STATE
SECRETARY OF
CORPORATIONS
FEB 20 AM 11:43

ACCEPTANCE OF ASSIGNMENT OF LIMITED PARTNERSHIP INTEREST

The undersigned, Carole W. Leipzig heroby acknowledged the acceptance of the 1.5% limited partnership interest of Courts at Kendall Associates, Ltd. from The Hilda B. Workman Trust, U/T/D 5/10/89, Milton Workman Trustco, and heroby agrees to be bound by the terms and conditions of the Amended and Restated Certificate and Agreement of Limited Partnership dated as of June 9, 1995, as filed with and certified by the Secretary of State of Florida on June 9, 1995, together with any and all amondments theroto.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 10th day of February, 1996.

Martina Owens
WITNESS

Carole W. Leipzig
Carole W. Leipzig
Accepting Limited Partner

Wanda Hanks
WITNESS

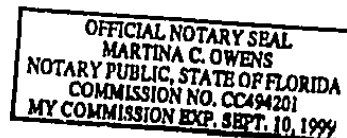
STATE OF Florida

COUNTY OF Broward

The foregoing instrument as acknowledged before me this _____ day of _____, 1996 by CAROLE W. LEIPZIG who is personally known to me and who did take an oath.

Martina Owens
Notary Signature

Martina C. Owens
Printed Notary Signature



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 20 AM 11:44