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ACCOUNT NO. : 072100000032

REFERENCE : 207749 4305329

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 52.50

FILED
01 JUL -5 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 2, 2001

ORDER TIME : 11:18 AM

ORDER NO. : 207749-005

CUSTOMER NO: 4305329

CUSTOMER: Ms. Rosalie Andolino
Lampf, Lipkind, Prupis &
80 Main Street

West Orange, NJ 07052

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NAME: WORTH AVENUE FINE ARTS LIMITED
PARTNERSHIP

EFFECTIVE DATE:

XX CERTIFICATE OF AMENDMENT

700004460367--1

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Carla E. Lohi -- EXT# 1132

EXAMINER'S INITIALS: _____

CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF LIMITED PARTNERSHIP
OF
WORTH AVENUE FINE ARTS LIMITED PARTNERSHIP

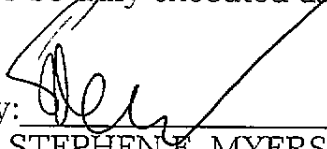
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TALLAHASSEE, FLORIDA

The undersigned, in order to amend the Certificate of Limited Partnership of WORTH AVENUE FINE ARTS LIMITED PARTNERSHIP, a limited partnership of the State of Florida, does hereby certify that:

- First: The name of the limited partnership is WORTH AVENUE FINE ARTS LIMITED PARTNERSHIP.
- Second: The certificate of limited partnership for WORTH AVENUE FINE ARTS LIMITED PARTNERSHIP was filed July 10, 1996.
- Third: The Certificate of Limited Partnership of WORTH AVENUE FINE ARTS LIMITED PARTNERSHIP is amended by eliminating the present Paragraph (c) and substituting in place thereof the following:

“(c) The Name and Business Address of the General Partner:
WORTH AVENUE FINE ARTS, L.L.C.
c/o Stephen E. Myers
460 Worth Avenue, Palm Beach, Florida 33480”

IN WITNESS WHEREOF, the undersigned, constituting all of the general partners of the limited partnership, has caused this Certificate of Amendment of the Certificate of Limited Partnership to be duly executed as of the 8th day of June, 2001.

By: 
STEPHEN E. MYERS, Sole Member
of WORTH AVENUE FINE ARTS, L.L.C.,
the General Partner, and President of Worth
Avenue Fine Arts, Inc., the former
General Partner