

A96 00 RPO 2109

KASS PERKINS PARTNERS, LTD.

CONTACT:

DOUGLAS A. KASS  
KASS PARTNERS, LTD.

150 EAST 58<sup>th</sup> ST

14<sup>th</sup> FLOOR

NEW YORK, N.Y. 10155

(212) 838-0895

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-01/29/98-01043-003

\*\*\*\*\*52.50 \*\*\*\*\*52.50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

CM

Thank You

[Please send Responses  
To The Person Above]



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

February 2, 1998

DOUGLAS A. KASS  
KASS PARTERS, LTD.  
150 E. 58TH ST., 14TH FLOOR  
NEW YORK, NY 10155

SUBJECT: KASS PERKINS PARTNERS, LTD.  
Ref. Number: A96000002109

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for KASS PERKINS PARTNERS, LTD. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The enclosed annual report or reinstatement must be filed and the appropriate fee submitted before your document can be filed.

The name and address is required for any newly designated general partner.

Section 620.114, Florida Statutes, requires each new general partner to sign the document.

Please return your document, along with a copy of this letter, within 30 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6051.

Cathy A Mitchell  
Corporate Specialist  
Division of Corporations

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF**

KASS PERKINS PARTNERS, LTD.

A96-2109

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on JANUARY 22, 1998, adopts the following certificate of amendment to its certificate of limited partnership.

**FIRST:** Amendment(s): (indicate article number(s) being amended, added, or deleted)

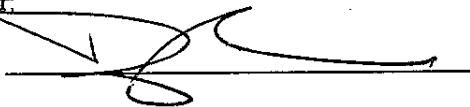
(see attached)

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TALLAHASSEE, FLORIDA

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

**THIRD:** Signature(s)

Signature of current general partner:



Signature(s) of new general partner(s), if applicable:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**FIRST AMENDMENT TO CONFIDENTIAL PRIVATE  
PLACEMENT MEMORANDUM OF KASS PERKINS PARTNERS, LTD.**

1. On December 8, 1996, Kass Perkins Partners, Ltd., a Florida limited partnership (the "Partnership") issued a Confidential Private Placement Memorandum ("Memorandum").
2. Effective January 22, 1998, Marc I. Perkins resigned as general partner of the Partnership with DAK Management Corporation, a Delaware corporation, wholly-owned by Douglas A. Kass, remaining as the sole general partner.
3. Effective on January 22, 1998, the Partnership changed its name to "Kass Partners, Ltd.".
4. Notwithstanding anything to the contrary contained in the Memorandum, the Memorandum is hereby amended as follows: (i) all references to "Kass Perkins Partners, Ltd." shall be deemed references to "Kass Partners, Ltd."; (ii) all references to Marc I. Perkins are hereby deleted in its entirety; (iii) all references to "General Partners" shall be deemed references to "General Partner" and the accompanying text shall be deemed amended accordingly; and (iv) the address and telephone number of the Partnership is 411 Sea Breeze Avenue, Palm Beach, FL 33480, telephone No. (561) 835-9639.
5. Except as expressly set forth herein, the Memorandum remains in full force, ~~unmodified~~ and unchanged.

Dated: January 22, 1998

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