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ACCOUNT NO. : 072100000032  
REFERENCE : 034471 81253A  
AUTHORIZATION : Patricia Pijute  
COST LIMIT : \$ ~~55.00~~

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 NOV 17 PM 3:07

ORDER DATE : November 17, 1998  
ORDER TIME : 11:22 AM  
ORDER NO. : 034471-005  
CUSTOMER NO: 81253A

52.50

400002689324-4

CUSTOMER: Theodore R. Nelson, Esq  
Nelson & Feldman  
1135 Kane Concourse  
Bay Harbor Isl, FL 33154

DOMESTIC AMENDMENT FILING

NAME: THE SYDEL SINGER FAMILY LIMITED PARTNERSHIP

898AW 55292

EFFICTIVE DATE:

(3)

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

BYC  
11/17/98

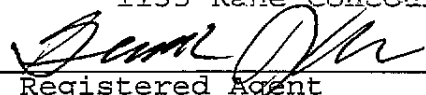
CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

RECEIVED  
98 NOV 17 PM 12:11

AMENDED CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
THE SYDEL SINGER FAMILY LIMITED PARTNERSHIP

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 17 PM 3:07

- 1) Name of Limited Partnership:  
The Sydel Singer Family Limited Partnership
- 2) Business Address:  
c/o Nelson & Feldman, P.A.  
1135 Kane Concourse, Bay Harbor Islands, Florida 33154
- 3) Registered Agent for Service of Process:  
Theodore R. Nelson, Esq.
- 4) Florida Street Address for Registered Agent:  
1135 Kane Concourse, Bay Harbor Islands, Florida 33154
- 5)   
Registered Agent
- 6) Mailing Address of Limited Partnership:  
c/o Nelson & Feldman, P.A.  
1135 Kane Concourse, Bay Harbor Islands, Florida 33154
- 7) The latest date upon which the Limited Partnership is to be dissolved is October 1, 2041.
- 8) Name of General Partner:  
Sydel Singer Family Corporation, a Florida Corp.  
Address: 89800065176  
c/o Nelson & Feldman, P.A.  
1135 Kane Concourse, Bay Harbor Islands, Florida 33154

Signed this 22nd day of September, 1998.

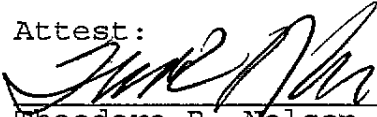
Signature of General Partner:

SYDEL SINGER FAMILY CORPORATION

By: 

KENNETH WALKER, PRES.  
440 East 56th Street, Apt. 6G  
New York, N.Y. 10022

Attest:

  
Theodore R. Nelson  
Secretary/Treasurer  
1135 Kane Concourse  
Bay Harbor Islands, Florida 33154

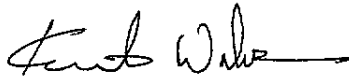
**ASSIGNMENT BY GENERAL PARTNER  
SYDEL SINGER REVOCABLE TRUST**

FILED STATE  
SECRETARY OF CORPORATIONS  
98 NOV 17 PM 3:07

FOR GOOD AND VALUABLE CONSIDERATION, the undersigned Trustees of the SYDEL SINGER REVOCABLE TRUST herewith set over, assign and transfer unto the SYDEL SINGER FAMILY CORPORATION, a Florida corporation, all right, title and interest as General Partner of the SYDEL SINGER FAMILY LIMITED PARTNERSHIP, a Florida limited partnership.

WITNESS the execution of these presents by the undersigned, as Trustees of the SYDEL SINGER REVOCABLE TRUST (which Trust has heretofore been said General Partner).

DATED and executed effective this 22nd day of September, 1998.



KENNETH WALKER, as co-Trustee of  
the SYDEL SINGER REVOCABLE TRUST,  
as General Partner




THEODORE R. NELSON, as co-Trustee of  
the SYDEL SINGER REVOCABLE TRUST,  
as General Partner

**ACCEPTANCE BY NEW GENERAL PARTNER**

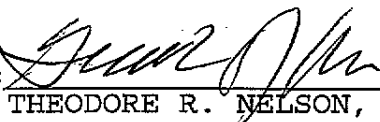
The undersigned SYDEL SINGER FAMILY CORPORATION, by its authorized officers, herewith acknowledges acceptance of the above and foregoing Assignment, and agrees to act as General Partner of the SYDEL SINGER FAMILY LIMITED PARTNERSHIP.

Dated and executed this 22nd day of September, 1998.



KENNETH WALKER, President

Attest:



THEODORE R. NELSON, Secretary