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CERTIFIED PUBLIC ACCOUNTANTS P.C.

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May 9, 2000

Certified Return Receipt

Florida Dept. of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

500003254255--2
-05/16/00-01029-007
*****52.50 *****52.50

Re: Vachel Limited Partnership

Gentlemen:


Enclosed is a duly completed Certificate of Amendment to Certificate of Limited Partnership of Vachel Limited Partnership. Also enclosed is a check for \$52.50 for the amendment filing fee.

All acknowledgments should be addressed to:

Mr. Jonathan H. Kramer
Shanholt Glassman Klein Kramer & Co. PC
488 Madison Avenue
New York, NY 10022

Mr. Kramer is also the contact person should you have any questions. His phone number is 212-644-9000.

Very truly yours,


Jonathan H. Kramer

Encl
cc: Harry Miller, Esq.

FILED
00 MAY 16 PM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtm
5/18

FF \$52.50

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

VACHEL LIMITED PARTNERSHIP

(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 DECEMBER 23, 1997, 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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00 MAY 16 PM 9:35
SECRETARY OF STATE
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:

Alpha H. L.

VACHEL LIMITED PARTNERSHIP
AMENDMENT OF PARTNERSHIP AGREEMENT
APPOINTMENT OF NEW SUCCESSOR GENERAL PARTNER

WHEREAS, the Vachel Limited Partnership, a Florida Limited Partnership organized pursuant to agreement of limited partnership dated October 16, 1997 (the "Partnership Agreement"), names a successor General Partner in the event of the Retirement of SEON PIERRE BONAN as General Partner; and

WHEREAS, Paragraph 35 of the Partnership Agreement provides that the Partnership Agreement may be amended or modified with the written consent of the General Partner and at least a majority of the Limited Partners; and

WHEREAS, the Partners desire to amend the Partnership Agreement in order to appoint a different successor General Partner;

NOW THEREFORE, the Partnership Agreement is hereby amended as follows: Clause (b) of Paragraph 17 is deleted and the following shall be inserted in place thereof:

"(b) The Partners understand and agree that in the event of the Retirement (as defined in Paragraph 26) of Pierre in his capacity as General Partner, BFLP Limited Liability Company, a Florida limited liability company being formed with JONATHAN H. KRAMER, of Jamaica, New York, RICHARD A. HOWARD, of Marblehead, Massachusetts, DAVID MALKIN, of New York City, New York, and ANDREW E. ADELSON, of Wilton, Connecticut, as managers thereof, is hereby designated the General Partner. In the event of the Retirement (as defined in Paragraph 26) of BFLP Limited Liability Company, or any other successor General Partner duly appointed hereunder, or its failure to serve as General Partner for any reason, then any further successor General Partner may be designated as thereafter agreed upon by two-thirds (2/3) of the partnership interests."

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TALLAHASSEE, FLORIDA

In all other respects the Partnership Agreement is hereby ratified and confirmed.

Executed by the undersigned being the General Partner and the Limited Partner of the Vachel Limited Partnership as of this 10th day of September, 1999.

GENERAL PARTNER


SEON PIERRE BONAN

STATE OF CONNECTICUT
COUNTY OF FAIRFIELD, ss.

The foregoing instrument was acknowledged before me this 10th day of September, 1999, by SEON PIERRE BONAN, who is personally known to me or who has produced _____ as identification.


NOTARY PUBLIC

Notary Type/Print Name: FRANCIS TORRABIA

My Commission Expires: 1/31/2004

AFFIX NOTARY SEAL

00 MAY 15 1999
FILED
CLERK OF SUPERIOR COURT
FAIRFIELD COUNTY
CONNECTICUT

SIGNATURES CONTINUE ON FOLLOWING PAGE