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-12/21/98--01034--013
*****52.50 *****52.50

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

NTC Associates Limited Partnership

☐ Walk In

☐ Pick Up Time

☐ Mail Out

☐ Will Wait

☐ Photocopy

RUSH

☐ Certified Copy

☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

FILED STATE
SECRETARY OF CORPORATIONS
98 DEC 21 PM 2:30
DIVISION OF CORPORATIONS

RECEIVED
98 DEC 21 AM 11:49
DIVISION OF CORPORATIONS

Ordered By: _____

Date: _____

nk
12/21/98

**FIRST AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
NTC ASSOCIATES LIMITED PARTNERSHIP**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 21 PM 2:30

FIRST AMENDMENT made as of the 4th day of December, 1998, by and between Gibraltar Properties, Inc., a Delaware corporation, having its principal place of business at 415 Highland Avenue, Ridgewood, New Jersey 07450 (the "General Partner") and Realty Financial Corporation, a New Jersey corporation, having its principal place of business at 415 Highland Avenue, Ridgewood, New Jersey 07450 (the "Sole Limited Partner").

W I T N E S S E T H :

WHEREAS, NTC Associates Limited Partnership (the "Partnership") was formed as a limited partnership under the laws of the State of Florida, by the filing of the Certificate of Limited Partnership (the "Certificate"), dated March 11, 1998, with the Department of State of the State of Florida on April 20, 1998; and

WHEREAS, the General Partner desires to change the name of the Partnership to MPN Associates Limited Partnership; and

WHEREAS, the sole Limited Partner has consented to the name change of the Partnership;

NOW, THEREFORE, the parties hereto agree to amend the Certificate of Limited Partnership of the Partnership, as follows:

1. Article 1 of the Certificate of Limited Partnership of the Partnership is hereby amended to change the name of the Partnership to MPN Associates Limited Partnership. To reflect the name change, Article "1" of the Certificate of Limited Partnership is amended to read as follows:

"1. The name of the limited partnership
is MPN Associates Limited Partnership."

2. This Amendment is hereby adopted by all of the members of the Partnership, including the Sole Limited Partner.

3. The General Partner herewith elects to continue the business of the Partnership under the new name.

4. Except as herein amended, the Certificate of Limited Partnership of the Partnership shall continue in full force and effect.

IN WITNESS WHEREOF, each of the parties hereto have executed this Amendment as of the ^{4th} 3rd day of December, 1998.

GENERAL PARTNER

GIBRALTER PROPERTIES, INC.

By: William L. McKenna, Sr., President
Vice

SOLE LIMITED PARTNER

REALTY FINANCIAL CORPORATION

By: William L. McKenna, Jr.,
Vice-President

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STATE OF NEW JERSEY]
] ss.:
COUNTY OF BERGEN]

^{4th} On this 3rd day of December, 1998, before me personally came William L. McKenna, Sr., to me known, who being by me duly sworn, did depose and say that he is the ^{Vice} President of Gibraltar Properties, Inc., the corporation described in, and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation and that he signed his name thereto by like order as of the 3rd day of December, 1998.

^{4th}

John B. Smythe
Notary Public
My commission expires: _____

JOHN B. SMYTHE
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES SEPT. 29, 2003

STATE OF NEW JERSEY]
] ss.:
COUNTY OF BERGEN]

^{4th} On this 3rd day of December, 1998, before me personally came William L. McKenna, Sr., to me known, who being by me duly sworn, did depose and say that he is the ^{Vice} Vice-President of Realty Financial Corporation, the corporation described in, and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation and that he signed his name thereto by like order as of the 3rd day of December, 1998.

^{4th}

John B. Smythe
Notary Public
My commission expires: _____

JOHN B. SMYTHE
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES SEPT. 29, 2003