

A98000000963

Gibraltar Properties, Inc. - General Partner

12 Brunswick Road • Montclair, NJ 07042 • Voice: [973] 233-1030 • Fax: [973] 233-1051

June 26, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314
Attn: Registration / Qualification Section

600003352966--4
-08/10/00--01098--001
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Re: 2000 Uniform Business Report
MPN Associates Limited Partnership

Dear Sir:

A98-963

I am returning the year 2000 Uniform Business Report which was returned to me along with your letter of May 24th with the explanation that Gibraltar Properties, Inc., the general partner of MPN Associates Limited Partnership was dissolved in 1998 and its certificate revoked. Gibraltar Properties, Inc which was a *New Jersey corporation* was dissolved and in fact no longer conducts business in Florida.

F-3172

The current general partner of MPN Associates Limited Partnership is a newly formed *Delaware corporation*, with the same name, Gibraltar Properties, Inc., which is registered in Florida under Documentation Location # 0000000 73172 and Tax I.D. # 11-2328792. I was informed today that the new Gibraltar was registered on June 5th, 2000.

Sorry for the confusion and we hope this clears matters for you.

Sincerely,

Christina McKenna

Christina McKenna Vice President
Gibraltar Properties, Inc. General Partner
Encon Associates, L.P.

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SECRETARY OF STATE

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SECRETARY OF STATE

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

MPN ASSOCIATES, 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 8/01/00, adopts the following certificate of amendment to its certificate of limited partnership.


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

New General Partner:
GIBRALTER PROPERTIES INC., A DELAWARE
CORP.
415 HIGHLANDS AVE.
RIDGEWOOD, NJ 07450

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:


MPN ASSOCIATES, Limited Partner
GIBRALTER PROPERTIES INC, General Partner

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

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