

State of Idaho

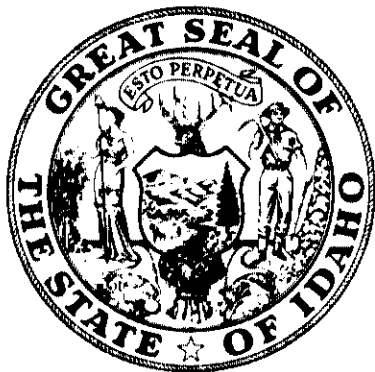
Department of State

CERTIFICATE OF REGISTRATION
OF
LIBERTY STREET ASSOCIATES LIMITED PARTNERSHIP

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of LIBERTY STREET ASSOCIATES LIMITED PARTNERSHIP for Registration in this State, duly signed and verified pursuant to the provisions of the Idaho Limited Partnership Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Registration to LIBERTY STREET ASSOCIATES LIMITED PARTNERSHIP to transact business in this State under the name LIBERTY STREET ASSOCIATES LIMITED PARTNERSHIP and attach hereto a duplicate original of the Application for Registration.

Dated August 12, 1983



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

CERTIFICATE OF FORMATION OF LIMITED PARTNERSHIP

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SECRETARY OF STATE

We, the undersigned, desiring to form a limited partnership pursuant to the laws of the State of New York do hereby certify and swear to the following:

I. That the name of the partnership is LIBERTY STREET ASSOCIATES.

II. That the character of the business intended to be transacted by the partnership is the acquisition, ownership, lease, investment in, improvement, encumbrance, sale, management and operation of real estate and personal property related thereto, the admittance of the partnership as a general partner in general or limited partnerships conducting activities within the scope of this section and the conduct of any other business activity allowed under applicable law.

III. That the location of the principal place of business of the partnership is to be c/o Dean Witter Realty, Inc., 130 Liberty Street, New York, New York 10006 or such other place or places within the State of New York as the general partner from time to time may determine.

IV. That the name and place of residence of each member, general and limited partners being respectively designated, are as follows:

| <u>General Partners</u> | <u>Address</u> |
|--------------------------|--|
| John J. Preotle, Jr. | 34 Avon Road Bronxville, New York 10708 |
| William B. Smith | 423 Hillside Avenue Westfield, New Jersey 07090 |
| Warren B. Lane | 306 Lupine Way Short Hills, New Jersey 07078 |
| E. Davisson Hardman, Jr. | 115 East 90th Street New York, New York 10028 |

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Limited Partners

Address

John J. Preotle, Jr.

34 Avon Road
Bronxville, New York 10708

William B. Smith

423 Hillside Avenue
Westfield, New Jersey 07090

Warren B. Lane

306 Lupine Way
Short Hills, New Jersey 07078

E. Davisson Hardman, Jr.

115 East 90th Street
New York, New York 10028

V. That the term for which the partnership is to exist shall be until November 24, 1982 unless sooner dissolved, pursuant to the terms of the limited partnership agreement or by operation of law.

VI. That the amount of cash contributed by each limited partner, no other property having been contributed by the limited partners, is as follows:

| <u>Name</u> | <u>Contribution</u> |
|--------------------------|---------------------|
| John J. Preotle, Jr. | \$ 150 |
| William B. Smith | 150 |
| Warren B. Lane | 75 |
| E. Davisson Hardman, Jr. | 75 |
| | <u>75</u> |
| | \$ 450 |

VII. That no additional contributions to the capital of the partnership have been agreed to be made by the limited partners.

VIII. That the limited partners have no right to withdraw their contributions during the partnership's existence, except with the consent of the general partners.

IX. That the share of the profits or the other compensation by way of income which each limited partner shall receive by way of his contribution is as follows: Ninety-six percent of all profits will be allocated to the accounts of the limited partners in proportion to each limited partner's capital contribution.

X. That a limited partner may substitute an assignee as contributor in his place with the prior written consent of the general partners.

XI. That the general partners are given the right to admit additional limited partners from time to time.

XII. That no present limited partner is given any priority over other present limited partners as to contributions or as to compensation by way of income.

XIII. That in the event of the retirement, death, voluntary or involuntary withdrawal, or adjudication of bankruptcy of any general partner, the remaining general partners of the partnership are given the right to elect to continue the business of the partnership; and that the business of the partnership terminates in the event of the retirement, voluntary or involuntary withdrawal or adjudication of bankruptcy, of all of the general partners, provided that the limited partners having a majority of the remaining capital may elect to continue the business of the partnership and shall elect a new general partner within ninety (90) days of said retirement.

XIV. That no limited partner is given the right to demand and receive property other than cash in return for his contribution.

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IN WITNESS WHEREOF, the members of said partnership
have executed this certificate as of the 24th day of November,
1982, under penalties of perjury.

GENERAL PARTNERS

John J. Preotle, Jr.
John J. Preotle, Jr.

William B. Smith
William B. Smith

Warren B. Lane
Warren B. Lane

E. Davisson Hardman, Jr.
E. Davisson Hardman, Jr.

LIMITED PARTNERS

John J. Preotle, Jr.
John J. Preotle, Jr.

William B. Smith
William B. Smith

Warren B. Lane
Warren B. Lane

E. Davisson Hardman, Jr.
E. Davisson Hardman, Jr.

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STATE OF NEW YORK)
) ss.
COUNTY OF)

On this 24th day of November, 1982, before me the under-
signed, a notary public in and for said State, personally
appeared John J. Preotle, Jr., to me known to be the person
described in and who executed the foregoing instrument, who,
being first by me duly sworn, deposes and says that he is
the person whose name is subscribed to the within instrument,
and acknowledged to me that he executed the same, and that
the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal the day and year in this certificate first
above written.

Barbara J. Lutino

Notary Public
My Commission Expires

BARBARA J. LUTINO
Notary Public, New York
No. 804
Cassau County
COMMISSION EXPIRES March 30, 1983

804

STATE OF NEW YORK)
) ss.
COUNTY OF)

On this 24th day of November, 1982, before me the under-
signed, a notary public in and for said State, personally
appeared William B. Smith, to me known to be the person
described in and who executed the foregoing instrument, who,
being first by me duly sworn, deposes and says that he is the
person whose name is subscribed to the within instrument, and
acknowledged to me that he executed the same, and that the
statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal the day and year in this certificate first
above writtin.

Barbara J. Tutino

Notary Public
My Commission Expires:

NOV 24 1982

BARBARA J. TUTINO
Notary Public, State of New York
No. 864
Catskill, Schoharie County
Commission Expires March 30, 1983

STATE OF NEW YORK)
) ss.
COUNTY OF)

On this 24th day of November, 1982, before me the under-
signed, a notary public in and for said State, personally
appeared E. Davisson Hardman, Jr., to me known to be the
person described in and who executed the foregoing instrument,
who, being first by me duly sworn, deposes and says that he is
the person whose name is subscribed to the within instrument,
and acknowledged to me that he executed the same, and that the
statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal the day and year in this certificate first
above written.

Barbara J. Todino

Notary Public
My Commission Expires:

BARBARA J. TODINO
Notary Public of New York
No. 864
Qualified in Nassau County
Commission Expires March 30, 1983

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First Amended Certificate of Limited Partnership
of Liberty Street Associates

We, the undersigned, desiring to continue a limited partnership pursuant to the laws of the State of New York do hereby certify and swear to this first amendment of certificate of limited partnership to amend the Certificate of Formation of Limited Partnership of Liberty Street Associates as filed with the Clerk of New York County on November 30, 1982:

IV. That the name and place of residence of each member, general and limited partners being respectively designated, are as provided in Schedule A attached hereto and incorporated herein by this reference.

VI. That the amount of cash contributed by each limited partner, no other property having been contributed by the limited partners, is as provided in Schedule A attached hereto and incorporated herein by this reference.

IX. That the share of the profits or other compensation by way of income which each general and limited partner shall receive by way of his contribution is as provided in Schedule A attached hereto and incorporated herein by this reference.

IN WITNESS WHEREOF, the members of said partnership
have executed this certificate as of the 16th day of December,
1982, under penalties of perjury.

GENERAL PARTNERS

John J. Preotle, Jr.
John J. Preotle, Jr.

William B. Smith
William B. Smith

Warren B. Lane
Warren B. Lane

E. Davisson Hardman, Jr.
E. Davisson Hardman, Jr.

LIMITED PARTNERS

By: Warren B. Lane
As Attorney-in-Fact
for each of the persons
named in the attached
Schedule A as a limited
partner, which names are
incorporated herein by
this reference

County Clerk)
County of New York)
In Re: Liberty Street Associates)

I, *Warren B. Lane* being duly sworn, hereby declare that I have executed as Attorney-in-Fact for each of the several Limited Partners of Liberty Street Associates the First Amended Certificate of Limited Partnership of Liberty Street Associates filed this *16th* day of December, 1982 with the County Clerk of the County of New York, and that filed along with such Certificate is a specimen of the powers of attorney theretofore fully and properly executed by each of the Limited Partners of Liberty Street Associates for whom I am acting.

December *16*, 1982

Warren B. Lane

Sworn to before me this
day of December, 1982.

Barbara J. Tutino
Notary Public

BARBARA J. TUTINO
Notary Public, State of New York
No. 30-470664
Qualified in Nassau County
Commission Expires March 30, 1983

SCHEDULE A

Limited Partners

| <u>Name and Address</u> | <u>Contribution</u> | <u>Percentage interest in profits of partnership</u> |
|--|---------------------|--|
| John J. Preotle, Jr. 34 Avon Road Bronxville, NY 10708 | \$150 | 25% |
| William B. Smith 423 Hillside Avenue Westfield, NJ 07090 | \$150 | 25% |
| Warren B. Lane 306 Lupine Way Short Hills, NJ 07078 | \$ 72 | 12% |
| E. Davisson Hardman, Jr. 115 East 9th Street New York, NY 10028 | \$ 72 | 12% |
| * John E. Jamerson 2030 Vallejo Street Apartment 1102 San Francisco, CA 94123 | \$ 48 | 8% |
| * Steven E. Ezell 46 West 87th Street Apartment 3C New York, NY 10024 | \$ 30 | 5% |
| * Wilmer M. Stubbs, Jr. 308 West 81st Street Apartment 1F New York, NY 10024 | \$ 30 | 5% |
| * Peter J. Carr 71 Edgemont Road Montclair, NJ 07043 | \$ 24 | 4% |

* New

SCHEDULE A

General Partners

| <u>Name and Address</u> | <u>Contribution</u> | <u>Percentage interest in profits of partnership</u> |
|---|---------------------|--|
| John J. Preotle, Jr. 34 Avon Road Bronxville, NY 10708 | \$25 | 1% |
| William B. Smith 423 Hillside Avenue Westfield, NJ 07090 | \$25 | 1% |
| Warren B. Lane 306 Lupine Way Short Hills, NJ 07078 | \$25 | 1% |
| E. Davisson Hardman, Jr. 115 East 90th Street. New York, NY 10028 | \$25 | 1% |

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this 10th day of December, 1982, before me personally appeared Warren B. Lane to me known and known to me to be the individual described in, and who executed the foregoing certificate, as attorney-in-fact, and he thereupon duly acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal in New York, N.Y. on the day and year first above written.

Barbara J. Tutino
Notary Public

BARBARA J. TUTINO
Notary Public, State of New York
No. 30-4706884
Qualified in Nassau County
Commission Expires March 30, 1983

STATE OF NEW YORK)
COUNTY OF NEW YORK }

SS.:

On this 16th day of December, 1982, before me personally appeared Warren B. Lane to me known and known to me to be the individual described in, and who executed the foregoing certificate, and he thereupon duly acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal in New York, N.Y. on the day and year first above written.

Barbara J. Tutino
Notary Public

BARBARA J. TUTINO
Notary Public, State of New York
No. 30-4706864
Qualified in Nassau County
Commission Expires March 30, 1983

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STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.:

On this 14th day of December, 1982, before me personally appeared William B. Smith to me known and known to me to be the individual described in, and who executed the foregoing certificate, and he thereupon duly acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal in New York, N.Y. on the day and year first above written.

Barbara J. Tutino
Notary Public

BARBARA J. TUTINO
Notary Public, State of New York
No. 30-4706864
Qualified in Nassau County
Commission Expires March 30, 1983

STATE OF NEW YORK)
COUNTY OF NEW YORK }

SS.:

On this 16th day of December, 1982, before me personally appeared John J. Protko, Jr. to me known and known to me to be the individual described in, and who executed the foregoing certificate, and he thereupon duly acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal in New York, N.Y. on the day and year first above written.

Barbara J. Tutino
Notary Public

BARBARA J. TUTINO
Notary Public, State of New York
No. 30-4706864
Qualified in Nassau County
Commission Expires March 30, 1983

PAGE 1 OF 1

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.:

On this 16th day of December, 1982, before me personally appeared E. Duessen Hardman, Jr. to me known and known to me to be the individual described in, and who executed the foregoing certificate, and he thereupon duly acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal in New York, N.Y. on the day and year first above written.

Barbara J. Tutino
Notary Public

BARBARA J. TUTINO
Notary Public, State of New York
No. 30-4708864
Qualified in Nassau County
Commission Expires March 30, 1983

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SECOND AMENDED CERTIFICATE OF LIMITED PARTNERSHIP
OF
LIBERTY STREET ASSOCIATES

We, the undersigned, desiring to continue a limited partnership pursuant to the laws of the State of New York do hereby certify and swear to this second amendment of certificate of limited partnership to amend the Certificate of Formation of Limited Partnership, as amended, of Liberty Street Associates as filed with Clerk of New County on November 30, 1982:

V. That the term for which the partnership is to exist shall be until November 24, 2032, unless sooner dissolved, pursuant to the terms of the limited partnership agreement or by operation of Law.

IN WITNESS WHEREOF, the members of said partnership have executed this certificate as of the 28th day of December, 1982, under penalties of prejury.

GENERAL PARTNERS

John G. Preotle, Jr.
John G. Preotle, Jr.

William B. Smith
William B. Smith

Warren B. Lane
Warren B. Lane

E. Davisson Hardman, Jr.
E. Davisson Hardman, Jr.

LIMITED PARTNERS

By: Warren B. Lane
Warren B. Lane

As Attorney-in-Fact for each of the persons named in the attached Schedule A as a limited partner, which names are incorporated herein by this reference

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this 24th day of December, 1982, before me personally appeared Richard M. [unclear] to me known and known to me to be the individual described in, and who executed the foregoing certificate, and he thereupon duly acknowledge to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal in New York, New York on the day and year first above written.

Barbara J. Tutino
Notary Public

BARBARA J. TUTINO
Notary Public, State of New York
No. 30-470664
Qualified in Nassau County
Commission Expires March 30, 1983

PAGE 20104

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this 28th day of December, 1982, before me personally appeared Walter B. Lane to me known and known to me to be the individual described in, and who executed the foregoing certificate, and he thereupon duly acknowledge to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal in New York, New York on the day and year first above written.

Barbara J. Tutino
Notary Public

BARBARA J. TUTINO
Notary Public, State of New York
No. 30-4706864
Qualified in Nassau County
Commission Expires March 30, 1983

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this 28th day of December, 1982, before me personally appeared James B. Lane to me known and known to me to be the individual described in, and who executed the foregoing certificate, as attorney-in-fact, and the thereupon duly acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal in New York, New York on the day and year first above written.

Barbara J. Tutino
Notary Public

BARBARA J. TUTINO
Notary Public, State of New York
No. 30-4705864
Qualified in Nassau County
Commission Expires March 30, 1983

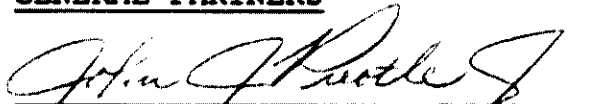
THIRD AMENDED CERTIFICATE OF LIMITED PARTNERSHIP
OF
LIBERTY STREET ASSOCIATES

We, the undersigned, desiring to continue a limited partnership pursuant to the laws of the State of New York, do hereby certify and swear to this third amendment of certificate of limited partnership to amend the Certificate of Formation of Limited Partnership, as amended, of Liberty Street Associates, as filed with the Clerk of New York County on November 30, 1982:

VI. That the amount of cash contributed by each limited partner, no other property having been contributed by the limited partners, is as provided in Schedule A attached hereto and incorporated herein by this reference.

IN WITNESS WHEREOF, the members of said partnership have executed this certificate as of the 30th day of April, 1983, under penalties of perjury.

GENERAL PARTNERS


John J. Preotle, Jr.


William B. Smith


Warren B. Lane


E. Davisson Hardman, Jr.

LIMITED PARTNERS

By: 
Warren B. Lane

As Attorney-in-Fact for each of the persons named in the attached Schedule A as a limited partner, which names are incorporated herein by this reference.

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

On this 30th day of April, 1983, before me personally appeared John J. Prescott Jr. to me known and known to me to be the individual described in, and who executed the foregoing certificate, and he thereupon duly acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal in New York, New York on the day and year first above written.

Barbara J. Tutino
Notary Public

BARBARA J. TUTINO
NOTARY PUBLIC, State of New York
No. 30-4706864
Qualified in Nassau County
Term Expires March 30, 1985

6092

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.:

On this 30th day of April, 1983, before me personally appeared William B. Smith to me known and known to me to be the individual described in, and who executed the foregoing certificate, and he thereupon duly acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal in New York, New York on the day and year first above written.

Barbara J. Tutino
Notary Public

BARBARA J. TUTINO
NOTARY PUBLIC, State of New York
No. 30-4706864
Qualified in Nassau County
Term Expires March 30, 1985

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STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

On this 30th day of April, 1983, before me personally appeared William D. Rose to me known and known to me to be the individual described in, and who executed the foregoing certificate, and he thereupon duly acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal in New York, New York on the day and year first above written.

Barbara J. Tutino
Notary Public

BARBARA J TUTINO
NOTARY PUBLIC, State of New York
No. 30-4706864
Qualified in Nassau County
Term Expires March 30, 1985

- 1 0592 0094

On this 30th day of April, 1983, before me personally appeared Edwessa Hadman to me known and known to me to be the individual described in, and who executed the foregoing certificate, and he thereupon duly acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal in New York, New York on the day and year first above written.

Barbara J. Tutino
Notary Public

BARBARA J TUTINO
NOTARY PUBLIC, State of New York
No. 30-470686A
Qualified in Nassau County
Term Expires March 30, 1985

1 1983 0095

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

On this 30th day of April, 1983, before me personally appeared William B. Lane to me known and known to me to be the individual described in, and who executed the foregoing certificate, as attorney-in-fact, and he thereupon duly acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal in New York, New York on the day and year first above written.

Barbara J. Tutino
Notary Public

BARBARA J TUTINO
NOTARY PUBLIC, State of New York
No. 30-4706864
Qualified in Nassau County
Term Expires March 30, 1985

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SCHEDULE A

Limited Partners

| <u>Name and Address</u> | <u>Contribution</u> | <u>Percentage interest in profits of partnership</u> |
|--|---------------------|--|
| John J. Preotle, Jr. 34 Avon Road Bronxville, NY 10708 | \$350 | 25% |
| William B. Smith 423 Hillside Avenue Westfield, NJ 07090 | \$350 | 25% |
| Warren B. Lane 306 Lupine Way Short Hill, NJ 07078 | \$168 | 12% |
| E. Davisson Hardman, Jr. 115 East 90th Street New York, NY 10028 | \$168 | 12% |
| John E. Jamerson 2030 Vallejo Street Apartment 1102 San Francisco, CA 94123 | \$112 | 8% |
| Steven E. Ezell 46 West 87th Street Apartment 3C New York, NY 10024 | \$ 70 | 5% |
| Wilmer M. Stubbs, Jr. 308 West 81st Street Apartment 1F New York, NY 10024 | \$ 70 | 5% |
| Peter J. Carr 71 Edgemont Road Montclair, NJ 07043 | \$ 56 | 4% |

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SCHEDULE A

General Partners

| <u>Name and Address</u> | <u>Contribution</u> | <u>Percentage interest in profits of partnership</u> |
|--|---------------------|--|
| John J. Preotle, Jr. 34 Avon Road Bronxville, NY 10708 | \$ 14 | 1% |
| William B. Smith 423 Hillside Avenue Westfield, NJ 07090 | \$ 14 | 1% |
| Warren B. Lane 306 Lupine Way Short Hill, NJ 07078 | \$ 14 | 1% |
| E. Davisson Hardman, Jr. 115 East 90th Street New York, NY 10028 | \$ 14 | 1% |

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County Clerk)
County of New York)
In Re: Liberty Street Associates)

I, Warren B. Lane being duly sworn, hereby declare that I have executed as Attorney-in-Fact for each of the several Limited Partners of Liberty Street Associates the Third Amended Certificate of Limited Partnership of Liberty Street Associates filed this *30th* day of *April*, 1983 with the County Clerk of the County of New York, and that filed along with such Certificate is a specimen of the powers of attorney theretofore fully and properly executed by each of the Limited Partners of Liberty Street Associates for whom I am acting.

April 30, 1983

Warren B. Lane
Warren B. Lane

Sworn to before me this *30th* day of *April*, 1983

Barbara J. Tutino
Notary Public

• 1 03E16099

BARBARA J. TUTINO
NOTARY PUBLIC, State of New York
No. 30-4706864
Qualified in Nassau County
Term Expires March 30, 1985