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Form LP 202
(Rev. Jan. 1995)

Filing Fee \$25

SUBMIT IN DUPLICATE!

96831804

C009158 SOSIL 10/30/96
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DEPT-01 RECORDING 123.50
T5555 TRAN 4635 10/31/96 11:31:00
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COOK COUNTY RECORDER

GEORGE H. RYAN
SECRETARY OF STATE
STATE OF ILLINOIS

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF LIMITED PARTNERSHIP
(Illinois limited partnership)

All correspondence regarding this filing will be sent to the registered agent of the limited partnership unless a self-addressed envelope with pre-paid postage is included.

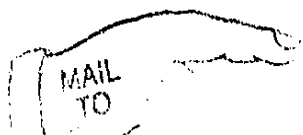
- Limited partnership's name: DENMAR FLP I, L.P.
- File number assigned by the Secretary of State: C009158
- Federal Employer Identification Number (F.E.I.N.): 36-4097144
- The certificate of limited partnership is amended as follows:
(Check all applicable changes)
(Address changes P.O. Box alone and c/o are unacceptable)
 - a) Admission of a new general partner (give name and business address below).
 - b) Withdrawal of a general partner (give name below).
 - c) Change of registered agent and/or registered agent's office (give new name and address, including county below).
 - d) Change in the address of the office at which the records required by Section 201 of the Act are kept (give new address, including county below).
 - e) Change in the general partners name and/or business address (give name and new address below).
 - f) Change in the partners' total aggregate contribution amount (give new dollar amount below).
 - g) Change in limited partnership's name (give new name below).
 - h) Change in date of dissolution (give new date below).
 - i) Other (give information below). FEIN 36-4097144 96831804

DENMAR OFFSPRING I, L.P.

If additional space is needed, it must be continued on the reverse side and/or in the same format on a plain white 8 1/2" x 11" sheet, which must be stapled to this form.

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FOROWITZ & WEINSTEIN
311 W. SUPERIOR ST, SUITE 533
CHICAGO, IL 60610

NEW GENERAL PARTNER:
DENNIS PROSPERI
1250 HENRI DRIVE
WAUCONDA, ILLINOIS 60084

5. NAME(S) & BUSINESS ADDRESS(ES) OF GENERAL PARTNER(S)

The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

The original certificate of amendment must be signed by a general partner, all new general partners and at least one withdrawing general partner.

Signature *[Signature]*
Type or print name and title DENNIS PROSPERI
GENERAL PARTNER

BUSINESS ADDRESS
Number/Street 1250 HENRI DRIVE
City/town WAUCONDA

Name of General Partner if a corporation or other entity _____
Signature *[Signature]*
Type or print name and title MARIO PROSPERI
GENERAL PARTNER

State ILLINOIS Zip Code 60084
Number/Street 1250 HENRI DRIVE
City/town WAUCONDA

Name of General Partner if a corporation or other entity _____
Signature _____
Type or print name and title _____

State ILLINOIS Zip Code 60084
Number/Street _____
City/town: _____

Name of General Partner if a corporation or other entity _____

State _____ Zip Code _____

(Signatures must be in **BLACK INK** on an original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

FORMS OF PAYMENT:
Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

RETURN TO:
Secretary of State
Department of Business Services
Limited Partnership Division
Room 357, Howlett Building
Springfield, Illinois 62756
Telephone: (217) 785-8960

DO NOT SEND CASH!

96831804

