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LIMITED LIABILITY AMENDMENT

MANDALAY AVENUE LLC

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CERTIFICATE OF AMENDMENT TO ARTICLES OF ORGANIZATION  
OF  
THE MANDALAY AVENUE LLC

The date of filing of the Articles of Organization of THE MANDALAY AVENUE LLC was December 10, 1998.

The following amendment to the Articles of Organization of THE MANDALAY AVENUE LLC was adopted by the Limited Liability Company:

RESOLVED, that ARTICLE XI (Initial Members) is hereby deleted and the following ARTICLE XI is substituted:

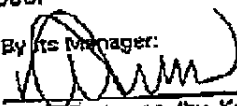
ARTICLE XI  
INITIAL MEMBERS

The names and street addresses of the initial members executing these Articles of Organization are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James Boddin, as Trustee of the Jacob Kaplan Realty Trust U/D/T July 31, 1998	75 Second Avenue Needham, MA 02494
Janet Patterson	627 Trapier Drive Charleston, SC 29412
Barbara Neighbor	29148 Hillrise Drive Agoura, CA 91301
Mildred Francer	906 Parrot Creek Way Charleston, SC 29412
Nalpak Realty Corporation Judith Kaplan, Pres.	20 Lehman Road P.O. Box 603 Marblehead, MA 01945

DATED this the 14th day of December, 1998.

By its Manager:

  
Janet Patterson (by Karen S. Leopold as  
attorney-in-fact)

THIS INSTRUMENT PREPARED BY:  
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