

Woodward, Pires & Lombardo, P.A.

ATTORNEYS-AT-LAW

A11573

February 3, 1997

CRAIG R. WOODWARD
MARK J. WOODWARD
ANTHONY P. PIRES, JR.
J. CHRISTOPHER LOMBARDO
STEVEN BLOUNT
RUSSEL M. LAZEGA
BURT L. SAUNDERS
OF COUNSEL
(BOARD CERTIFIED REAL ESTATE ATTORNEY)

Limited Partnership Section
Divisions of Corporations
Florida Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Amendment to Certificate of Limited Partnership

Dear Sirs:

Enclosed please find an Amendment to the Certificate of Limited Partnership of RSR Limited Partnership, a Florida Limited Partnership, filed December 1, 1981 under document A11573. I would appreciate your filing this amendment and then forwarding to me a certified copy of it. I am enclosing an additional copy to be certified along with a check in the amount of \$105.00 to cover the certification of the copy as well as the filing fee.

Should you have any questions, please contact the undersigned.

700002078247--3
-02/05/97--01045--004
****105.00 ****105.00

Sincerely yours,



Craig R. Woodward

Name	
Availability	CRW/ach
Document	Enclosure
Examinee	cc: Warren Fuller, Esquire
Updater	ANNI LIMITED LTR
Updater	
Verifier	WFO
Acknowledgement	DCU
W. P. Verifier	DCU

FILED
97 FEB -5 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RESPOND TO:

606 BALD EAGLE DR., SUITE 500, P.O. BOX 1, MARCO ISLAND, FLORIDA 34146 (941) 394-5161 FAX (941) 642-6402
PELICAN BAY 801 LAUREL OAK DR., SUITE 640, NAPLES, FLORIDA 34108 (941) 566-3131 FAX (941) 566-3161

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

Pursuant to Section 620.109 of the Florida Uniform Limited Partnership Act, **RSR Limited Partnership**, a Limited Partnership which is subject to the provisions of the Florida Uniform Limited Partnership Act, adopts the hereinafter dated amendment to its original Certificate of Limited Partnership filed on December 1, 1981, Document #A11573.

The Certificate of Limited Partnership is hereby amended as follows:


1) Section IV. of the Certificate of Limited Partnership is amended by deleting the following as the Limited Partner:

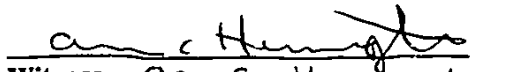
Ashland Cold Storage, Inc.
1556 West 43rd Street
Chicago, Illinois 60609

and substituting and inserting in lieu thereof the following as the new Limited Partner:

W.R. Rose & Co., an Illinois Corporation
65 S. Barrington Road
Barrington, Illinois 60010

In Witness Whereof, this Amendment of Certificate of Limited Partnership has been duly executed on behalf of the parties hereto on the day and year indicated below the respective signature of each partner.


Witness CRAG R. Woodward


Witness Ann C. Herrington

FORMER LIMITED PARTNER
Ashland Cold Storage, Inc.,
a Delaware Corporation

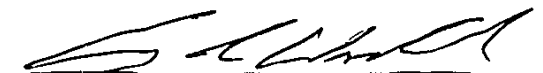
By: 
William R. Rose, President

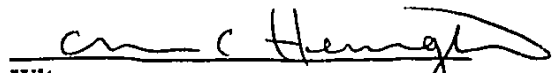
January 31, 1997
Date

SUCCESSOR LIMITED PARTNER
W.R. Rose & Company, Inc.,
an Illinois Corporation

By: 
William R. Rose, President

January 31, 1997
Date


Witness CRAG R. Woodward


Witness Ann C. Herrington

GENERAL PARTNER
Ridgeway Enterprises, Inc.

Witness

CRAIG R. WOODWARD

By:

William R. Rose
William R. Rose, President

January 31, 1997

Date

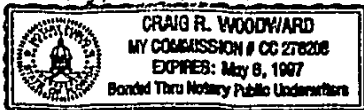
Witness

Ann C. Henington

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **William R. Rose, President** on behalf of Ashland Cold Storage, Inc., known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: None, and that an oath (was) (was not) taken.

WITNESS my hand and official seal in the County and State last aforesaid this 31st day of January, A.D., 1997.



Craig R. Woodward
Notary Public Signature

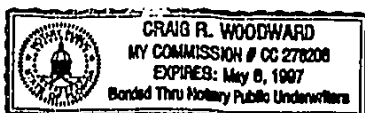
CRAIG R. WOODWARD
Notary Public Printed Signature

Notary Rubber Stamp Seal

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **William R. Rose, President**, on behalf of W.R. Rose & Co., known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: None, and that an oath (was) (was not) taken.

WITNESS my hand and official seal in the County and State last aforesaid this 31st day of January, A.D., 1997.



Craig R. Woodward
Notary Public Signature

CRAIG R. WOODWARD
Notary Public Printed Signature

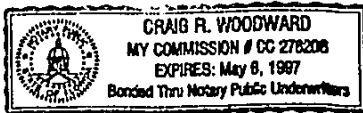
Notary Rubber Stamp Seal

STATE OF FLORIDA

COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **William R. Rose, President**, on behalf of Ridgeway Enterprises, Inc., known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: William R. Rose, and that an oath (was) (was not) taken.

WITNESS my hand and official seal in the County and State last aforesaid this 31st day of January, A.D., 1997.



Notary Rubber Stamp Seal
COR\WROSE.DOC\AMENDMENT.CLIP

[Signature]
Notary Public Signature

CRAIG R. WOODWARD
Notary Public Printed Signature