

Lincoln
Property
Company

CORPORATE RECORDS

December 31, 1996

Ms. Cathy Mitchell
Division of Corporations - Partnership Section
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Amendment to Certificate of Limited Partnership:
Lincoln-Urban Centre Hotel, Ltd
~~Lincoln-Urban Centre Hotel, Ltd~~

Dear Cathy:

CM

I am enclosing two amendments for the above referenced limited partnerships that need to be filed. I am also enclosing a check in the amount of \$105.00 for the filing fees. I would appreciate your filing this as quickly as possible.

If you have any questions, please give me a call. I hope you had a Merry Christmas. I was on vacation all last week and it was nice. Here's hoping you have a Happy New Year.

Very truly yours,

Linda Page

Linda S. Page
Director of Corporate Records

enclosure

A13756

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

\$52.50 -FF

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***105.00 ***52.50

**AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
FOR**

LINCOLN-URBAN CENTRE HOTEL, LTD.

This Amendment to Certificate of Limited Partnership (this "Amendment"), effective as of December 31, 1996 is made according to Section 620.109 of the Florida Revised Uniform Limited Partnership Act (1986).

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TALLAHASSEE, FLORIDA

1. Name.

The name of the limited partnership is Lincoln-Urban Centre Hotel, Ltd. (the "Partnership").

2. Original Filing.

The date of filing of the certificate of limited partnership for the Partnership is January 4, 1983.

3. Amendment to Certificate.

Lincoln Property Company No. 502, Ltd. has withdrawn as a General Partner

DALLAS LINCOLN ASSOCIATES, INC., a Texas corporation, has been admitted as a General Partner.

IN WITNESS WHEREOF, this Amendment has been executed as of the day and year first above written.

GENERAL PARTNER:

LINCOLN PROPERTY COMPANY OF FLORIDA, INC.
a Florida corporation

By:

Nancy A. Davis
Nancy A. Davis, Vice President

Address for New General Partner:
1505 Federal Street
Dallas, Texas 75201

P. O. Box 1920,
Dallas, Texas 75221

NEW GENERAL PARTNER:

DALLAS LINCOLN ASSOCIATES, INC.
a Texas corporation

By:

Nancy A. Davis
Nancy A. Davis, Vice President

(SIGNATURES CONTINUED NEXT PAGE)

WITHDRAWING GENERAL PARTNER:

LINCOLN PROPERTY COMPANY NO. 502, LTD.
a Florida partnership

By: Albacore Land Corporation
a Texas corporation, a general partner

By: Nancy A. Davis
Nancy A. Davis, Vice President

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