



THE UNITED STATES
CORPORATION
COMPANY

A13913

ACCOUNT NO. : 072100000032

REFERENCE : 666749 4723287

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 13, 1998

ORDER TIME : 1:03 PM

ORDER NO. : 666749-005

CUSTOMER NO: 4723287

CUSTOMER: Ms. Deborah L. Fish
Trammell Crow
Suite 2000
6400 Congress Avenue
Boca Raton, FL 33487

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 13 AM 10:18

DOMESTIC AMENDMENT FILING

NAME: BOCA PLACE ASSOCIATES, LTD.

000002403230-2
-01/16/98--01002--024
*****52.50 *****52.50

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

REC'D
98 JAN 13 1:59
DIVISION OF CORPORATIONS

LP- 52.50
CORAPAMND

FILE 1st

BK 1/13/98

BOCA PLACE ASSOCIATES, LTD.
CERTIFICATE OF AMENDMENT
TO
LIMITED PARTNERSHIP AGREEMENT AND CERTIFICATE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 13 AM 10:18

Pursuant to the provisions of section 620.109, Florida Statutes, we, the undersigned, being desirous of amending the Limited Partnership Agreement and Certificate of Boca Place Associates, Ltd. (the "Partnership"), originally filed in the limited partnership records of the State of Florida on January 25, 1983, as heretofore amended (the "Certificate"), for the purpose of reflecting the conversion of the general partner interest of Muben Realty Company to that of a limited partner interest, the appointment of Metro IRB, Inc. as the general partner of the Partnership, and the transfer of the limited partner interest of Mutual Benefit Life Insurance Company in Rehabilitation, successor to The Mutual Benefit Life Insurance Company, to MBL Life Assurance Corporation, hereby amend the Certificate as follows:

A. **AMENDMENT OF CERTIFICATE**

1. Section 1.3 of the Certificate is hereby amended by deleting it in its entirety and replacing it with the following:

"Section 1.3 Names and Places of Residence of Partners. The members of the Partnership (hereinafter individually referred to as a 'Partner' and collectively referred to as the 'Partners') shall be Crow Boca Place Associates, Ltd. ('Crow'), a Florida limited partnership, with an address at 6400 Congress Avenue, Suite 2000, Boca Raton, Florida 33487; Metro IRB, Inc., a New Jersey corporation ('Metro'), with an address at 520 Broad Street, Newark, New Jersey 07102-3184; Muben Realty Company, a New Jersey corporation ('Muben'), with an address at 520 Broad Street, Newark, New Jersey 07102-3184; and MBL Life Assurance Corporation, a New Jersey corporation ('MBLLAC'), with an address at 520 Broad Street, Newark, New Jersey 07102-3184. Crow and Metro shall be the general partners of the Partnership and is sometimes referred to herein as the 'General Partners', and Muben and MBLLAC shall be the limited partners of the Partnership, and are sometimes referred to herein as the 'Limited Partners'. Additional or substitute general partners and limited partners may be admitted to the Partnership only upon the agreement of the General Partners or in accordance with Article VII hereof, as the case might be. References herein to the 'General Partners' shall, at any time when there is only one general partner, be construed as references to the 'Limited Partner' shall, if there be more than one limited partner, be construed as reference to all of the limited partners."

2. Section 1.5 of the Certificate is hereby amended by deleting the reference to "Muben" therein, and inserting instead a reference to "Metro".
3. Section 8.1.4 of the Certificate is hereby amended by deleting it in its entirety and replacing it with the following:

"8.1.4 Third, to the Partners in the following proportions:

| | |
|--------|--------|
| CROW | 50.0% |
| METRO | 1.0% |
| MUBEN | 2.5% |
| MBLLAC | 46.5% |
| TOTAL | 100.0% |

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 13 AM 10:18

4. Section 8.4.2 of the Certificate is hereby amended by deleting the reference to "Muben" therein and inserting instead a reference to "Metro".
5. Section 10.3 of the Certificate is hereby amended by deleting subsection 10.3.5 thereof and adding the following after subsection 10.3.4 thereof:

"10.3.5 if given to Metro, at its address set forth in Section 1.3 of this Agreement; Attention: Real Estate Investment Division;

10.3.6 if given to MBLLAC, at its address set forth in Section 1.3 of this Agreement; Attention: Real Estate Investment Division;"

B. EFFECTIVE DATE

The amendments to the Certificate made hereby shall be effective from and after April 30, 1994.

BOCA PLACE ASSOCIATES, LTD.

GENERAL PARTNER

CROW BOCA PLACE ASSOCIATES, LTD.
BY: CROW, TERWILLIGER AND SPEICHER, INC.

By: Brad D. Bryant
Name: Brad D. Bryant
Title: Vice President

SUCCESSOR GENERAL PARTNER

METRO IRB INC.

By: Mark Mahony
Name: Mark Mahony
Title: Senior Vice President

WITHDRAWING GENERAL PARTNER AND
SUCCESSOR LIMITED PARTNER

MUBEN REALTY COMPANY

By: Michael S. Ryan
Name: Michael S. Ryan
Title: Vice President

SUCCESSOR LIMITED PARTNER

MBL LIFE ASSURANCE CORPORATION

By: Ralph Meola
Name: Ralph Meola
Title: Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 13 AM 10:18

WITHDRAWING LIMITED PARTNER

MUTUAL BENEFIT LIFE INSURANCE
COMPANY IN REHABILITATION, SUCCESSOR
TO THE MUTUAL BENEFIT LIFE INSURANCE
COMPANY

By: Michael S. Ryan
Name: Michael S. Ryan
Title: Vice President