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A 15693

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

500002055525--1  
-01/13/97--01041--001  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Carlyle Real Estate LP XIII

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- NonProfit
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- Foreign
- Limited Partnership
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CR2E031 (1-89)

CERTIFICATE OF AMENDMENT  
TO  
APPLICATION FOR REGISTRATION  
OF

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
97 JAN -8 PH 2: 18:33

Carlyle Real Estate Limited Partnership - XIII  
(insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.173 Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

The registration application is amended as follows:

Withdraw Realty Associates - XIII, L.P. as  
General Partner.

The only General Partner of record will  
be JMB Realty Corporation.

Hubert M. Mikula - Assistant Secretary  
(Signature of a General Partner)

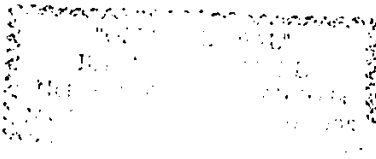
JMB Realty Corporation  
(Typed or printed name of General Partner signing above)

STATE OF Illinois

COUNTY OF COOK

On this 31st day of December, 19 96, Kathleen M. Mikula  
personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of



Julia M. Bleimehl  
(Notary Public Signature)

Julia M. Bleimehl  
(Notary's Printed Name)

Seal

My Commission Expires: April 17, 1998