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Amendment
Filed 11-26-86

7 pgs.

A19813

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November 26, 1986

Secretary of State
8405 N.W. 53rd Street
Miami, Florida 33134

RE: I.R.E. REAL ESTATE INCOME FUND, LTD.

12/05/86	000083	002
LIMITED PARTNERSHIPS		
LTD PARTNERSHIP		30.00
=====		
TOTAL		30.00

Gentlemen:

Enclosed please find the following:

1. Amendment to Certificate of Limited Partnership
2. Check for \$ 30.00

The total capital contribution revised by this amendment is shown on the last page of the Exhibit thereto.

Net Contribution \$27,652,500.00
to \$24,100,000.00

Very truly yours,

Mitchell L. Perlstein

MLP:dk

Enclosures

Name	
Availability	
Document	
Examiner	PM/NO
Updater	12/2/86
Updater	TL
Verifier	TL
Acknowledgement	TL
W. P. Verifier	TL

TAX	
FILING	
R. AGENT	30
C. COPY	
TOTAL	30
R. BANK	
BALANCE DUE	
REFUND	
PHOTO COPY	

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

WHEREAS, all Limited Partners, and each of them of I.R.E. REAL ESTATE INCOME FUND, LTD. ("IRE"), a Limited Partnership formed pursuant to Chapter 620 of Florida Statutes have irrevocably made, constituted and appointed the General Partner, with full power of substitution, his true and lawful attorney, for him and in his name, place and stead for his use and benefit, to execute and acknowledge and, to the extent necessary, to file and record various documents in connection with the formation, continuation, dissolution of the Limited Partnership and in connection with the transfer of Limited Partnership interests;

NOW, THEREFORE, the undersigned General Partner, for itself and on behalf of the limited partners, desiring to amend the Certificate of Limited Partnership of IRE does hereby certify as follows:

1. There is hereby admitted as a Limited Partner each party who has executed the Limited Partner Power of Attorney, on whose behalf the Managing General Partner, by its execution hereof, swears to and subscribes to the Certificate of Limited Partnership; each such Limited Partner is shown on Schedule A attached hereto and made a part hereof, and which sets forth the name, place of residence and amount of original capital of each new limited partner.
2. Each such new Limited Partnership has executed a Special Power of Attorney constituting and appointing the General Partner with full power of substitution, his true and lawful attorney, for him and in his name, place and stead, and for his use and benefit to execute and acknowledge and, to the extent necessary, to file and record;
 - (a) The Statement of Fictitious Business Name for the Partnership, the Certificate of Limited Partnership for the Partnership, Certificate of Amendment to the Certificate of Limited Partnership and to the Statement of Fictitious Business Name, whenever any of the same are required by law, including, but not

limited to the following:

- (1) To admit new or substituted Limited Partners;
 - (2) In any other respect, provided there has been compliance with all of the provisions of this Agreement.
- (b) The Limited Partnership Agreement of the Partnership and all amendments thereto.
 - (c) Any other instrument which may be required to be filed by the Partnership under the laws of any state or any governmental agency, or which the General Partner deems is advisable to file.
 - (d) Any document which may be required to effect the continuation of the Partnership, the admission of an additional or substituted Limited Partner, or the dissolution and termination of the Partnership, provided such continuation, admission or dissolution and termination are in accordance with the provisions of this agreement.

The foregoing grant of authority:

- (a) Is a Special Power of Attorney coupled with an interest, is irrevocable, and shall survive the death or incapacity of any Limited Partner or substituted Limited Partner;
- (b) May be exercised by the General Partner for each Limited Partner by a facsimile signature of one of its officers or by listing all of the Limited Partners executing any instrument with a single signature of one of its officers acting as Attorney-in-fact for all of them;
- (c) Shall survive the delivery of any assignment by a Limited Partner of the whole or any portion of his interest, except that where the assignee thereof has been approved by the General Partner for admission to the Partnership as a substituted Limited Partner, the Power of Attorney shall survive the delivery of such assignment for the sole purpose of enabling the General Partner to execute, acknowledge and file any instrument

necessary to effect such substitution.

By said Special Power of Attorney, the Limited Partners agree to be bound by all representations of the General Partner as their said Attorney-in-fact and waive any and all defenses which may be available to them to contest, negate or disaffirm the actions of the General Partner or its successors under this Power of Attorney, and hereby ratify and confirm all acts which the Attorney-in-fact may take as Attorney-in-fact hereunder in all respects as though performed by the Limited Partner.

IN WITNESS WHEREOF, the undersigned have executed this Amendment to the Certificate of Limited Partnership as of this 26th day of November, 1986.

SWORN TO AND SUBSCRIBED:

I.R.E. INCOME ADVISORS CORP.
MANAGING GENERAL PARTNER

By:

ALAN B. LEVAN
President

PURSUANT TO POWERS OF ATTORNEY

ALAN B. LEVAN
General Partner

FRANK V. GRIECO
General Partner

SUSAN C. PERLSTEIN
General Partner

STATE OF FLORIDA)

)

COUNTY OF DADE)

The foregoing instrument was acknowledged, subscribed and sworn to before me this 26th day of November, 1986, by ALAN B. LEVAN, President and General Partner, of I.R.E. INCOME ADVISORS CORP., FRANK V. GRIECO, General Partner, and SUSAN C. PERLSTEIN, General Partner.

Notary Public
State of Florida at Large
My Commission Expires:



