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Amendment
filed 4-21-86

11pgs.

LPI9813

SPENCER, BERNSTEIN, SEEMANN, KLEIN & PERLSTEIN
ATTORNEYS AT LAW

THOMAS R. SPENCER, JR.
JOEL BERNSTEIN*
ERNEST A. SEEMANN
BRENT D. KLEIN
MITCHELL L. PERLSTEIN
ANDREW S. BERMAN

*ALSO ADMITTED IN NEW YORK

1921 PONCE DE LEON BOULEVARD
CORAL GABLES, MIAMI, FLORIDA 33144 U.S.A.
TELEPHONE (305) 441-2701
TELEX 294-67 SPEN DR
DEXTER W. LEHTINEN
OF COUNSEL

April 21, 1986

File # 47-01776
Rec'd 4/21/86

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

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

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.

Very truly yours,
Mitchell L. Perlstein

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3/15 PH '86
DIVISION OF
CORPORATION
AND BANK
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FILED
CLERK'S OFFICE
CITY OF MIAMI

MLP:dk

Enclosures

Name	Availability
Document	4/25/86
W.F. [initials]	10
Date Recd	4/25/86
Updater	TG
Verifier	TG
Acknowledgment	<input checked="" type="checkbox"/>
W. P. Verifier	TG

C. TAX	
FILING	30
R. ACCT	
C. C.	
TOTAL	30
N. BANK	
BALANCE DUE	
REFUND	
PHOTOCOPY	

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP FILED
11/17/81 P-50

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 24 day of April 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)

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COUNTY OF DADE)

The foregoing is

The foregoing instrument was acknowledged, subscribed and sworn to before me this 24th day of April 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.

Deice M. Cawdor
Notary Public
(State of Florida at Large
My Commission Expires:

Nancy Rubin, George et al.
The Commonwealth of Massachusetts
et al. v. Philip Morris Inc., Philip Morris
Inc. et al.

1.1.2. 10A-15-N.Y. 1996 P.D.C. CO.
AS JF Jan/17/03

LICENSING

PERMIT NO.

PAGE NO: 1

SEARCHED

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CAPITAL

COMMISSION

LICENSED	ADDRESS	EXPIRATION	TYPE	APPLICANT	ISSUE DATE
J12009 SOURCES PLUS, INC. #1 #101 MALL LANE, J12010 INDUSTRIAL PARK, NEW YORK, NY 10501	11A #12305344, BOX 2010/3, P.O. BOX 5600 DELMER, CO 80217	1/1/98	NOT APPLICABLE	IRA	2000
J12011 INTERSTATE, INC. 1000 1/1/03	233, S. Carroll Street, ARINGTON Hts., IL 60033	1/1/98	NOT APPLICABLE	IRA	2000
J12012 SILVERLAKE AIR, #1000 1/1/03	301 ALICE STREET BETH ABON, CO 80211	1/1/98	NOT APPLICABLE	IRA	2000
J12013 SILVERLAKE AIR, #1000 1/1/03	11A #23594-0001, BOX 11/21/97 441 SHEMAY STREET DELMER, CO 80203	1/22/97/97	NOT APPLICABLE	IRA RETIREMENT	2000
J12014 SILVERLAKE AIR, #1000 1/1/03	11A #2356399-0001, BOX 1/15/95 441 SHEMAY STREET DELMER, CO 80203	1/15/95	NOT APPLICABLE	IRA	2000
J12015 SILVERLAKE AIR, #1000 1/1/03	11A #17535-0001, BOX 1/14/94	1/14/94	NOT APPLICABLE	IRA AGED/IR	2000
J12016 SILVERLAKE AIR, #1000 1/1/03	441 SHEMAY STREET DELMER, CO 80203	1/1/98	NOT APPLICABLE	IRA	2000
J12017 SILVERLAKE AIR, #1000 1/1/03	11A #157620-0001, BOX 1/12/94	1/12/94	NOT APPLICABLE	IRA	2000
J12018 SILVERLAKE AIR, #1000 1/1/03	441 SHEMAY STREET DELMER, CO 80203	1/1/98	NOT APPLICABLE	IRA	2000
J12019 SILVERLAKE AIR, #1000 1/1/03	11A #17539-0001, BOX 1/17/94	1/17/94	NOT APPLICABLE	IRA	2000
J12020 SILVERLAKE AIR, #1000 1/1/03	441 SHEMAY STREET DELMER, CO 80203	1/1/98	NOT APPLICABLE	IRA	2000
J12021 SILVERLAKE AIR, #1000 1/1/03	11A #267601-0001, BOX 1/23/93	1/23/93	NOT APPLICABLE	IRA	2000
J12022 SILVERLAKE AIR, #1000 1/1/03	441 SHEMAY STREET DELMER, CO 80203	1/1/98	NOT APPLICABLE	IRA AGED/IR	2000
J12023 SILVERLAKE AIR, #1000 1/1/03	11A #12271615 #12271615 P.O. BOX 8896 CLARKSBURG, DE 19930	1/12/93	NOT APPLICABLE	IRA	2000
J12024 SILVERLAKE AIR, #1000 1/1/03	100-25 POLELLS COVE BLVD. APARTMENT 10K BROOKLYN, NY 11231	1/1/98	SINGLE OWNER, IRREVOCABLE	IRA	2000
J12025 WILLARD, JR., #12013 SILVERLAKE AIR, #1000 1/1/03	101 A, BROADWAY MAJAHET, OH 43537 MAISCHER PENSION SERVICES, INC. P.O. BOX 2689 FORT WAYNE, IN 46826	1/1/98	NOT APPLICABLE	IRA	2000

LAWRENCE SOLARIC ROGUE LTD.
AS OF JUN 17/00.

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F.I.C. #241, EAST 100TH & PARK, N.Y.
AS OF 3/17/39

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LIGHT & CO., INC.

SCHEDE A
PAGE NO: 4

INVESTOR	ADDRESS	TYPE/CLASS	AMOUNT
J1253 EAST COAST, INC.	441 SHEPPARD AV E. UNIT 102-3	NOT APPLICABLE IRA	2000
J1254 EAST COAST, INC.	10/25/33 2.3E1300K ST. LOUIS, MO 63124	NOT APPLICABLE TRUST	5000
J1255 EAST COAST, INC.	IRV #39-4957 P.O. BOX 210 SELMCA, KS 66735	NOT APPLICABLE IRA	2000
J1256 EAST COAST, INC.	ACCT. #1200039-3 P.O. BOX 2860 MILBURN BEACH, KS 91201 BLD 8700, 4927 FOREHEAD AVENUE	NOT APPLICABLE TRUST	10000
J1257 EAST COAST, INC.	WHITE BEAR LAKE A. 33119	NOT APPLICABLE IRA	10000
J1258 EAST COAST, INC.	1111 VALLEY CENTER ATLANTIC HEIGHTS A. 33119	JEWELS PROVINCIAL	5000
J1259 EAST COAST, INC.	28 BANKER AVENUE SHILOH SPRINGS, NY 10772	SUPER SINGER, INDIVIDUAL	5000
J1260 EAST COAST, INC.	100 ALVANON DRIVE ATLANTIC CITY, NJ 08401	SUPER SINGER, INDIVIDUAL	20000
J1261 EAST COAST, INC.	6012 R. D. TOWERY CLAYTON, MO 63130	SUPER SINGER, INDIVIDUAL	5000
J1262 EAST COAST, INC.	24-32 USH. LANE SAVANNAH, GA 31406	SUPER SINGER, INDIVIDUAL	5000
J1263 EAST COAST, INC.	1137 EAST JOHN FALCON, #11 45189	JEWELS INDIVIDUAL	4000
J1264 EAST COAST, INC.	IRV #7049031 P.O. BOX 15-7 MILBURN, NJ 07041	NOT APPLICABLE IRA	2000
J1265 EAST COAST, INC.	112-26 10TH STREET JALALAGA, NY 11434	NOT APPLICABLE INDIVIDUAL	4000
J1266 EAST COAST, INC.	IRV #1-130-33-2657, IRV #471233 P.O. BOX 5200 DETROIT, MI 48217	NOT APPLICABLE INDIVIDUAL	2000
J1267 EAST COAST, INC.	IRV #1-134-34-3555, IRV #473735 P.O. BOX 5000 DETROIT, MI 48217	NOT APPLICABLE INDIVIDUAL	2000
J1268 EAST COAST, INC.	IRV #1-134-34-3555, IRV #473735 P.O. BOX 5000 DETROIT, MI 48217	NOT APPLICABLE INDIVIDUAL	2000

SCHEDULE A

PAGE NO. 0

UNITED PARTNERS

INVESTOR NO.	INVESTOR ADDRESS	TYPE FOR A OWNER(S) 1 CAPITAL CONTRIBUTIONS	TYPE FOR A OWNER(S) 2 FOR APPLICABLE IRA HOLDING	TYPE FOR A OWNER(S) 3 FOR APPLICABLE IRA
012074 DE-WARE CHARTER STRE & TRUST, TTEE FBO P.O. BOX 3903 JAMES A. BILLET	IRB #10322414 PO BOX 3903 WILMINGTOM, DE 19899			
012075 DE-WARE CHARTER STRE & TRUST, TTEE FBO P.O. BOX 3903 ALTONA J. BILLET	IRB			
		TOTAL. CONTRIBUTIONS:		4590.00
		TOTAL. INVESTED CAPITAL TO DATE:		175225.00

*** END OF REPORT ***