

A 19813

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Amendment
filed 4-21-86

11 pgs.

LP19813

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

1901 MONCE DE LEON BOULEVARD
CORAL GABLES, MIAMI, FLORIDA 33134 U.S.A.
TELEPHONE (305) 441-1901
TELEX 244047 SPEN UR
DEXTER W. LEHTINEN
OF COUNSEL

April 21, 1986

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 on the last page of the Exhibit thereto.

Very truly yours,

Mitchell L. Perlstein

FILED
APR 21 3 10 PM '86
DIVISION OF
CORPORATIONS
MIAMI, FLORIDA

*Inc. Cnts from
P16: 782,000.00 to
P17: 822,500.00*

MLP:dk

Enclosures

Name	
Availability	
Document	SPW/TM/10
Date	4/25/86
Uploader	TW
Verifier	TW
Acknowledgement	
W. P. Verityer	TW

C. TAX	
FILING	30
R. ACCT	
C. C. I.	
TOTAL	30
N. 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 27 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)

)

COUNTY OF DADE)

The foregoing instrument was acknowledged, subscribed and sworn to before me this 27 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.

Michael Conway
Notary Public
State of Florida at Large
My Commission Expires:

Notary Public, State of Florida
My Commission Expires
on 01/01/91, M. B. 12, 1991

[illegible]

UNITED PATIENTS

UNITED PATIENTS
AS OF 06/11/00

INVESTOR NO. UNIT/STAKE	11/25/01 ADDRESS	DATE/FORM DEEDSHIP	CAPITAL CONTRIBUTIONS
012014	710 340 AVENUE E.E. SEATTLE, WA 98115	5/11/00 INDIVIDUAL	5000
012015	1909 20TH AVENUE E.E. SEATTLE, WA 98117	5/11/00 INDIVIDUAL	3000
012016	P.O. BOX 8963 WASHINGTON, DE 19380	5/11/00 NOT APPLICABLE IRA	2000
012017	P.O. BOX 8963 WASHINGTON, DE 19380	5/11/00 NOT APPLICABLE IRA	2000
012018	911 KILGUSION ROAD RICHMOND, VA 23229	5/11/00 NOT APPLICABLE IRA	5000
012019	1821 SHIRLAND E.E. ALBUQUERQUE, NM 87112	5/11/00 INDIVIDUAL	11000
012020	571 DEANSTON, APT. #2 MOJITO PROSPECT, IL 60050	5/11/00 INDIVIDUAL	5000
012021	IRA #PUC/GR 15042, DED 3/11/86 P.O. BOX 8963 WASHINGTON, DE 19380	5/11/00 NOT APPLICABLE IRA	2000
012022	IRA #PUC/GR 13964, DED 3/11/86 P.O. BOX 8963 WASHINGTON, DE 19380	5/11/00 NOT APPLICABLE IRA	2000
012023	IRA #15426-0001, DED 2/15/84 441 SHERMAN STREET DEALER, CO 80203	5/11/00 NOT APPLICABLE IRA	4000
012024	IRA #15330-0001, DED 1/30/84 441 SHERMAN STREET DEALER, CO 80203	5/11/00 NOT APPLICABLE IRA	2000
012025	IRA #223076 441 SHERMAN STREET DEALER, CO 80203	5/11/00 NOT APPLICABLE IRA	2000
012026	IRA #223076 441 SHERMAN STREET DEALER, CO 80203	5/11/00 NOT APPLICABLE IRA	2000
012027	IRA #16107-0001, DED 1/10/84 441 SHERMAN STREET DEALER, CO 80203	5/11/00 NOT APPLICABLE IRA	2000

CAPITAL
CONTRIBUTIONS

TYPE/FORM
APPLICABLE

UNITED PARTNERS

1. L.L. REAL ESTATE TRUST FUND, L.L.C.
AS OF 04/11/99

CONTRIBUTOR NAME

INDIVIDUAL
ADDRESS

DATE OF CONTRIBUTION

NOT APPLICABLE

2000

012029
FIRST TRUST CORP., TITLE

441 SHERMAN STREET
DEALER, CO 02029

NOT APPLICABLE

2070

012029
FIRST TRUST CORP., TITLE

441 SHERMAN STREET
DEALER, CO 02029

NOT APPLICABLE

15000

012030
STANDARD LIFE

210 WYNGATE DRIVE
MASSACHUSETTS, 01153

NOT APPLICABLE

2000

012031
STANDARD LIFE

66 DARTMOUTH AVENUE
BOSTON, MA 02113

NOT APPLICABLE

20000

012032
STANDARD LIFE

70 NORTH LAUREL STREET
BOSTON, MA 02113

NOT APPLICABLE

20000

012033
STANDARD LIFE

700 S. BROADWAY AVENUE
NEW YORK, NY 10038

NOT APPLICABLE

20000

012034
STANDARD LIFE

400 ROSE PARK, 2A 1012
BOSTON, MA 02113

NOT APPLICABLE

20000

012035
STANDARD LIFE

400 ROSE PARK, 2A 1012
BOSTON, MA 02113

NOT APPLICABLE

20000

012036
STANDARD LIFE

400 ROSE PARK, 2A 1012
BOSTON, MA 02113

NOT APPLICABLE

20000

012037
STANDARD LIFE

400 ROSE PARK, 2A 1012
BOSTON, MA 02113

NOT APPLICABLE

20000

012038
STANDARD LIFE

400 ROSE PARK, 2A 1012
BOSTON, MA 02113

NOT APPLICABLE

20000

012039
STANDARD LIFE

400 ROSE PARK, 2A 1012
BOSTON, MA 02113

NOT APPLICABLE

20000

012040
STANDARD LIFE

400 ROSE PARK, 2A 1012
BOSTON, MA 02113

NOT APPLICABLE

20000

012041
STANDARD LIFE

400 ROSE PARK, 2A 1012
BOSTON, MA 02113

NOT APPLICABLE

20000

012042
STANDARD LIFE

400 ROSE PARK, 2A 1012
BOSTON, MA 02113

NOT APPLICABLE

20000

012043
STANDARD LIFE

400 ROSE PARK, 2A 1012
BOSTON, MA 02113

NOT APPLICABLE

20000

012044
STANDARD LIFE

400 ROSE PARK, 2A 1012
BOSTON, MA 02113

NOT APPLICABLE

20000

012045
STANDARD LIFE

400 ROSE PARK, 2A 1012
BOSTON, MA 02113

NOT APPLICABLE

20000

012046
STANDARD LIFE

400 ROSE PARK, 2A 1012
BOSTON, MA 02113

NOT APPLICABLE

20000

012047
STANDARD LIFE

400 ROSE PARK, 2A 1012
BOSTON, MA 02113

NOT APPLICABLE

20000

012048
STANDARD LIFE

400 ROSE PARK, 2A 1012
BOSTON, MA 02113

NOT APPLICABLE

20000

012049
STANDARD LIFE

400 ROSE PARK, 2A 1012
BOSTON, MA 02113

NOT APPLICABLE

20000

012050
STANDARD LIFE

400 ROSE PARK, 2A 1012
BOSTON, MA 02113

NOT APPLICABLE

20000

012051
STANDARD LIFE

400 ROSE PARK, 2A 1012
BOSTON, MA 02113

NOT APPLICABLE

20000

012052
STANDARD LIFE

400 ROSE PARK, 2A 1012
BOSTON, MA 02113

NOT APPLICABLE

20000

012053
STANDARD LIFE

400 ROSE PARK, 2A 1012
BOSTON, MA 02113

NOT APPLICABLE

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012054
STANDARD LIFE

400 ROSE PARK, 2A 1012
BOSTON, MA 02113

NOT APPLICABLE

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012055
STANDARD LIFE

400 ROSE PARK, 2A 1012
BOSTON, MA 02113

NOT APPLICABLE

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012056
STANDARD LIFE

400 ROSE PARK, 2A 1012
BOSTON, MA 02113

NOT APPLICABLE

20000

012057
STANDARD LIFE

400 ROSE PARK, 2A 1012
BOSTON, MA 02113

NOT APPLICABLE

20000

012058
STANDARD LIFE

400 ROSE PARK, 2A 1012
BOSTON, MA 02113

NOT APPLICABLE

20000

012059
STANDARD LIFE

400 ROSE PARK, 2A 1012
BOSTON, MA 02113

NOT APPLICABLE

20000

012060
STANDARD LIFE

400 ROSE PARK, 2A 1012
BOSTON, MA 02113

NOT APPLICABLE

20000

012061
STANDARD LIFE

400 ROSE PARK, 2A 1012
BOSTON, MA 02113

NOT APPLICABLE

20000

012062
STANDARD LIFE

400 ROSE PARK, 2A 1012
BOSTON, MA 02113

NOT APPLICABLE

20000

[illegible]

LIMITED PARTNERS

L.R.B. REAL ESTATE INVEST FUND, LTD.

AS OF 12/31/79

FIN/ESTD
ADDRESS

TYPE/FORM
CONTRIBUTIONS

NOT APPLICABLE
IRA FOLLOW-UP

2500

3000

3000

10000

2000

2000

2000

2000

2000

2000

2000

2000

2000

2000

2000

2000

012053

DELAWARE CHARTER OFFICE & CO., INC., 1122 F STREET, N.W., WASHINGTON, D.C. 20004

012059

012060

012061

012062

012063

012064

012065

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012086

012087

012088

012089

SCHEDULE A
PAGE NO:

LIMITED PARTNERS

C.A.E. REAL ESTATE INVESTMENT FUND, LTD.
AS OF 04/17/89

INVESTOR NO.
INVESTOR NAME

INVESTOR
ADDRESS

012074
DELAWARE CHARTER UTTEE & TRUST, ITTEE FBO P.O. BOX 8063
JAMES A. BUTLER
012075
DELAWARE CHARTER UTTEE & TRUST, ITTEE FBO P.O. BOX 8063
ERENDA J. BUTLER

TYPE/FORM
GENERAL

NOT APPLICABLE
IRA ROLL-OVER

NOT APPLICABLE
IRA

CAPITAL
CONTRIBUTIONS

2000

2000

450000

TOTAL CONTRIBUTIONS:

17522500

TOTAL INVESTED CAPITAL TO DATE:

*** END OF REPORT ***