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Amendment (Listing of partners is
Filed 12-24-86 illegible.)

7095.

A19813

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ATTORNEYS AT LAW

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

December 4, 1986

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

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

01/21/87 00050 005
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.

In. Cents from A 28,105,500.00
to A 28,678,520.00

Very truly yours

Mitchell L. Perlstein

MLP:dk

Enclosures

Name	
Availability	
Document Examiner	11/14/87
Upr'er	
Upr'er Verifier	
Acknowledged	
W. P. Verifier	

TAX	
FRONT	30
BACK	
TOTAL	30
REFUND	

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

FILED

WHEREAS, all Limited Partners, and each of them of T.R.E.D
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 24th day of December, 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

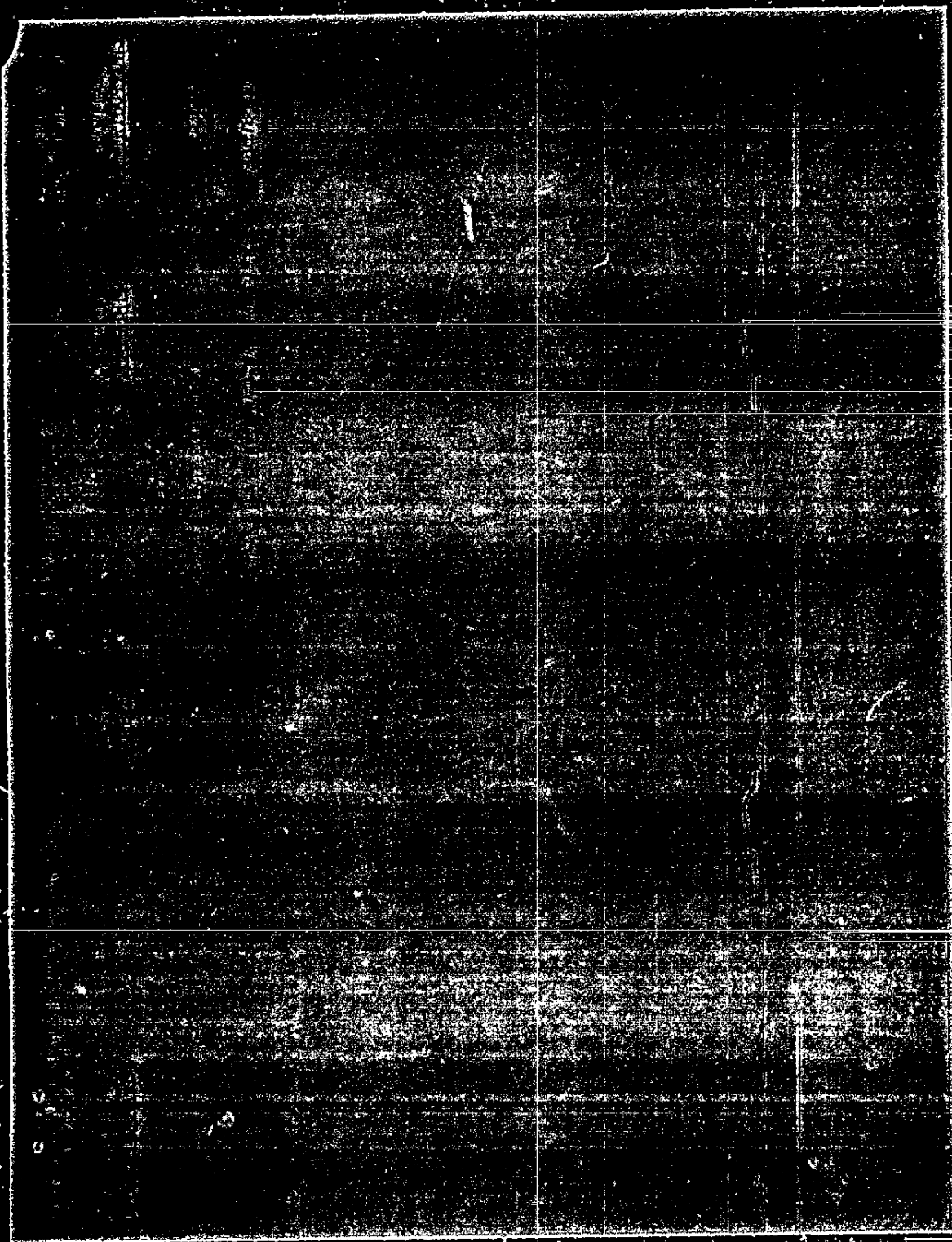
STATE OF FLORIDA)

)

COUNTY OF DADE)

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



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