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Amendment

Filed 12-19-86

10pgs.

A 19813

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

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*ALSO ADMITTED IN NEW YORK

1901 PONCE DE LEON BOULEVARD
CORAL GABLES, MIAMI, FLORIDA 33134 U.S.A.
TELEPHONE (305) 441-1901
TELEX 264047 SPEN UR
DEXTER W. LEHTINEN
OF COUNSEL

December 19, 1986

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

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

01/27/87 00005 012
LIMITED PARTNERSHIP 30.00
===== 30.00
TOTAL

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

inc. 2-248
28,487,500

MLP:dk

Enclosures

Name	12-19-86
Availability	
Document Examiner	SPT
Updater	SPT
Updater Verifier	SPT
Acknowledgement	SPT
W. P. Verifier	SPT

ASTK 10

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dec 19 3 33 PM '86

FILED

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

FILED

Dec 19 3 13 PM '86

WHEREAS, all Limited Partners, and each of them of 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 19th 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 19th 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.

Heana Barcelo
Notary Public
State of Florida at Large
My Commission Expires:

10/1/73

11/1/73

12/1/73

NAME	ADDRESS	CITY	STATE	ZIP	DATE	STATUS	REMARKS
013531	DELAWARE CHARTER LIMITED P.B.	DELAWARE	DE	19339	12/1/73	NOT APPLICABLE	
013532	330 KILLBUCK LANE	DELAWARE	DE	19339	12/1/73	NOT APPLICABLE	
013533	330 KILLBUCK LANE	DELAWARE	DE	19339	12/1/73	NOT APPLICABLE	
013534	330 KILLBUCK LANE	DELAWARE	DE	19339	12/1/73	NOT APPLICABLE	
013535	330 KILLBUCK LANE	DELAWARE	DE	19339	12/1/73	NOT APPLICABLE	
013536	330 KILLBUCK LANE	DELAWARE	DE	19339	12/1/73	NOT APPLICABLE	
013537	330 KILLBUCK LANE	DELAWARE	DE	19339	12/1/73	NOT APPLICABLE	
013538	330 KILLBUCK LANE	DELAWARE	DE	19339	12/1/73	NOT APPLICABLE	
013539	330 KILLBUCK LANE	DELAWARE	DE	19339	12/1/73	NOT APPLICABLE	
013540	330 KILLBUCK LANE	DELAWARE	DE	19339	12/1/73	NOT APPLICABLE	
013541	330 KILLBUCK LANE	DELAWARE	DE	19339	12/1/73	NOT APPLICABLE	
013542	330 KILLBUCK LANE	DELAWARE	DE	19339	12/1/73	NOT APPLICABLE	
013543	330 KILLBUCK LANE	DELAWARE	DE	19339	12/1/73	NOT APPLICABLE	
013544	330 KILLBUCK LANE	DELAWARE	DE	19339	12/1/73	NOT APPLICABLE	
013545	330 KILLBUCK LANE	DELAWARE	DE	19339	12/1/73	NOT APPLICABLE	
013546	330 KILLBUCK LANE	DELAWARE	DE	19339	12/1/73	NOT APPLICABLE	
013547	330 KILLBUCK LANE	DELAWARE	DE	19339	12/1/73	NOT APPLICABLE	
013548	330 KILLBUCK LANE	DELAWARE	DE	19339	12/1/73	NOT APPLICABLE	
013549	330 KILLBUCK LANE	DELAWARE	DE	19339	12/1/73	NOT APPLICABLE	
013550	330 KILLBUCK LANE	DELAWARE	DE	19339	12/1/73	NOT APPLICABLE	

Received by the Editor

יחזקאל

11/25/88
Albuquerque

一、二、三、四、五、六、七、八、九、十、十一、十二、十三、十四、十五、十六、十七、十八、十九、二十、二十一、二十二、二十三、二十四、二十五、二十六、二十七、二十八、二十九、三十、三十一、三十二、三十三、三十四、三十五、三十六、三十七、三十八、三十九、四十、四十一、四十二、四十三、四十四、四十五、四十六、四十七、四十八、四十九、五十、五十一、五十二、五十三、五十四、五十五、五十六、五十七、五十八、五十九、六十、六十一、六十二、六十三、六十四、六十五、六十六、六十七、六十八、六十九、七十、七十一、七十二、七十三、七十四、七十五、七十六、七十七、七十八、七十九、八十、八十一、八十二、八十三、八十四、八十五、八十六、八十七、八十八、八十九、九十、九十一、九十二、九十三、九十四、九十五、九十六、九十七、九十八、九十九、一百。

1875

THE

CAPTION

FINAL CONCLUSIONS:

120357

TOTAL INVESTED CAPITAL, IN DOLLARS

28487500

*** END ***

20502026