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Amendment  
Filed 12-19-86

10pgs.

**A 19813**  
**SPENCER, BERNSTEIN, SEEMANN, KLEIN & PERLSTEIN**  
 ATTORNEYS AT LAW

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

81,378.87	8000.00	912
LIMITED PARTNERSHIPS		-----
LTD PARTNERSHIP		36.00
=====		=====
TOTAL		36.00

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.

Very truly yours,

*[Signature]*  
 Mitchell L. Perlstein

MLP:dk

Enclosures

Name Availability	12-19-86
Document Examiner	S/P
Updater	S/P
Updater Verifier	S/P
Acknowledgement	CPI
W. P. Verifier	S/P

Q. TAX	30
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TOTAL	30
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AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP FILED

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WHEREAS, all Limited Partners, and each of them of SECRETARY OF STATE  
REAL ESTATE INCOME FUND, LTD. ("IRE"), a Limited Partnership  
TALLAHASSEE, FLORIDA  
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.

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

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153 TUESDAY 41 JULY  
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WATER APPLICABLE

12.5 DODGE VAN. NO.  
ATLANTA 3-3322. SINGLE OWNER.  
INDIVIDUAL.

STATION	TIME	WEATHER	INDIVIDUAL
J. P. 23	10:30 A.M.	Partly cloudy	
J. P. 23	11:00 A.M.	Partly cloudy	
J. P. 23	11:30 A.M.	Partly cloudy	
J. P. 23	12:00 P.M.	Partly cloudy	

JULY 24, 1941  
P.O. BOX 1340, SAN JUAN STATION  
NEW YORK CITY  
SIXTY-THREE FIFTH AVENUE  
JEROME

THE SOUTHERN ISLANDS  
OF THE PHILIPPINES  
AND BORNEO.  
BY  
J. R. GREEN.  
LONDON:  
BLACKIE AND SON,  
1863.

**TABLE II.** *Estimated Number of Cases of Primary Syphilis in the United States.*

DELAWARE & WESTERN RAILROAD COMPANY  
P.O. BOX 3333  
WILMINGTON, DELAWARE 19899



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INITIAL CONTRIBUTIONS:

421633

ADMITTED INVESTED CAPITAL TO DATE:

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ROCK SPRINGS, WYOMING \*\*\*

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