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Amendment
Filed 6-17-91

3pgs.



502 East Park Avenue Tallahassee, FL 32301 (904) 222-9171
MAILING ADDRESS: Post Office Box 5828 Tallahassee, FL 32314
TOLL FREE 1-800-342-8088

A-19813

STEARNS WEAVER ETAL
ATTN: ELLEN ROSICHAN
305-789-3200
2200 MUSEUM TOWER
150 WEST FLAGLER ST.
MIAMI, FL 33130

WORK ORDER NUMBER		
00048489		
CUSTOMER NO.	ORDER DATE	ORDER TIME
1284	06/17/91	09:26 AM
ORDER TAKEN BY:		
DEBBIE REGISTER		

WORK ORDER DESCRIPTION

FILE AMENDMENT

RETURN STAMPED COPY/CANCELLATION

1. I.R.E. REAL INCOME FUND, LTD.

DATE FILED:

DOCUMENTS RECEIVED BY FED. EXP. STATE FEES PAID
WITH YOUR CHECK #38047, APPLY \$52.50.

DR/

6/17/91
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TAX _____
FILING _____ 52.50
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FILED
JUN 17 1991
TALLAHASSEE
FL 32301

REG MAIL

FILED
JUN 17 1991
TALLAHASSEE

CANCELLATION OF CERTIFICATE
OF
LIMITED PARTNERSHIP
OF
I.R.E. REAL ESTATE INCOME FUND, LTD.

The undersigned, being the sole general partner of I.R.E. Real Estate Income Fund, Ltd., a Florida limited partnership (the "Partnership"), hereby cancels, pursuant to the provisions of Sections 620.113, 620.114 and 620.116 of the Florida Revised Uniform Limited Partnership Act, the Certificate of Limited Partnership of the Partnership originally filed with the Department of State, State of Florida, on April 30, 1985, as amended and now of record in the Department of State (the "Certificate"). The Certificate is being cancelled in accordance with and pursuant to the Limited Partnership Agreement of the Partnership and that certain Exchange Agreement between the Partnership and BankAtlantic Financial Corporation, a Florida corporation ("BFC"), providing for the sale, transfer and conveyance of all the assets and liabilities of the Partnership to BFC or its designee and the subsequent dissolution of the Partnership upon consummation of such Exchange.

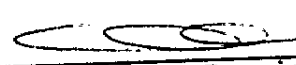
IN WITNESS WHEREOF, the undersigned has signed this Cancellation of Certificate of Limited Partnership of I.R.E. Real Estate Income Fund, Ltd., this 12th day of June, 1991.

Attest:

I.R.E. INCOME ADVISORS CORP.,
AS GENERAL PARTNER



Glen R. Gilbert
Secretary

By: 

Alan B. Levan, President