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Amendment
Filed 11-5-86

7pgs.

A19B13

(2)

Charter # Only

11/5/86

VALIDATION ONLY

I.R.E. FINANCIAL CORPORATION

Requestor's Name

1320 South Dixie Highway

Address

Coral Gables, FL 33146

665-8100

City

State

ZIP

Phone #

CORPORATION(S) NAME

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

I.R.E. REAL ESTATE FUND, LTD. - SERIES 24

I.R.E. PENSION INVESTORS, LTD.

I.R.E. PENSION INVESTORS, LTD. - II

- | | | |
|---|--|---|
| <input type="checkbox"/> PROFIT | Deletion/Repurchase | |
| <input type="checkbox"/> NON PROFIT | <input checked="" type="checkbox"/> AMENDMENTS | <input type="checkbox"/> MERGER |
| <input type="checkbox"/> FOREIGN | <input type="checkbox"/> DISSOLUTION | <input type="checkbox"/> MARK |
| <input checked="" type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> RESERVATION |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> OTHER | |
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> PHOTO COPIES | <input type="checkbox"/> CERTIFICATE UNDER SEAL |
| <input checked="" type="checkbox"/> WALK IN | <input type="checkbox"/> WILL WAIT | <input type="checkbox"/> PICK UP |
| <input type="checkbox"/> MAIL OUT | <input type="checkbox"/> CALL | <input type="checkbox"/> AFTER 430 |

Name	
Availability	
Document	
Examiner	<i>SM</i>
Updater	<i>SPT</i>
Verifier	<i>SPT</i>
Acknowledgment	<i>SPT</i>
W.P. Verifier	<i>SPT</i>

C. TYP

FILE

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Dec. 27, 277,500

Mail

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FILED
JAN 15 1964
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

WHEREAS, all Limited Partners, and each of them of L. 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 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 deleted as a Limited Partner each party designated on Schedule A attached hereto and made a part hereof. The total capital contribution of the Partnership is reduced by \$23,000.00, being the capital represented by the units of the deleted Limited Partners.
2. Each such Limited Partner 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 State ment 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:

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- (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 sub-


stituted 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, relegate 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 aspects as though performed by the Limited Partner.

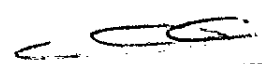
IN WITNESS WHEREOF, the undersigned have executed this Amendment to the Certificate of Limited Partnership as of this 15th day of October, 1986.


SWORN TO AND SUBSCRIBED:


L.R.E. Income Advisors Corp.
Managing General Partner

By 
ALAN B. LEVAN
President

PURSUANT TO POWERS OF ATTORNEY


ALAN B. LEVAN
General Partner

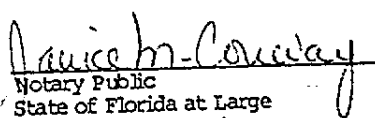

FRANK V. GRIECO
General Partner


SUSAN C. PERLSTEIN
General Partner

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged, subscribed and sworn to before me this 15th day of October, 1986 by ALAN B. LEVAN, President and General Partner, of L.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:

Notary Public, State of Florida at Large
My Commission Expires: 10/15/1991
Printed Name of Notary Public

INCOME FUND

SCHEDULE "A"

DELETED LIMITED PARTNERS

<u>NAME AND ADDRESS</u>	<u>NO. OF UNITS</u>
CHARLES L. EXUM 117-60 164 Street Jamaica, NY 11434 SS# 240-30-0292	40
ELLEN ROSENBLUM AND LIDIA FIGATNER 1726 West Tenth Street Brooklyn, NY 11223 SS# 109-34-8179	6

NOTE: The capital contribution for each unit is \$500.00