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Amendment  
Filed 11-17-86

8 pgs.

# A19813

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ATTORNEYS AT LAW

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ERNEST 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 264017 SPEN UR  
DEXTER W. LEHTINEN  
OF COUNSEL

November 17, 1986

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

11/19/86 00108 003  
LIMITED PARTNERSHIPS  
LTD PARTNERSHIP 30.00  
===== 30.00  
TOTAL

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

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

MLP:dk

Enclosures

Q. TAX	_____
FILING	30
R. AGENT	_____
C. COPY	_____
TOTAL	30
N. BANK	_____
BALANCE DUE	_____
REFUND	_____
PHOTO COPY	_____

Name	_____
Availability	_____
Document Examiner	CM
Updater	SPT
C. Editor	SPT
Verifier	SPT
Acknowledgement	SPT
W. P. Verifier	SPT

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inc 27,652,500

Mail

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

WHEREAS, all Limited Partners, and each of them of I.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 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 17th day of November, 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 17th day of November, 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:

[illegible]

CAPITAL CONTRIBUTIONS

TYPE/FORM  
1041-55-12

NOT APPLICABLE  
NED 34 (8-13)

1041-55-12  
1041-55-12  
1041-55-12

1041-55-12  
1041-55-12  
1041-55-12

SINGLE OWNER.

1041-55-12

1041-55-12

SINGLE OWNER.

1041-55-12

1041-55-12

INDIVIDUAL

1041-55-12

1041-55-12

NOT APPLICABLE

1041-55-12

1041-55-12

TRUST

1041-55-12

1041-55-12

1041-55-12

27500500

TOTAL CONTRIBUTIONS:

TOTAL INVESTED CAPITAL TO DATE:

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LAUREL REAL ESTATE FUND, LTD.

AS OF 11/12/70

INVESTOR TO:

LAUREL FUND

UNITED STATES

INVESTOR

LAUREL FUND

013477

LAUREL FUND

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END OF REPORT \*\*\*