



THE UNITED STATES
CORPORATION
COMPANY

A26065

ACCOUNT NO. : 072100000032

REFERENCE : 501080 11614A

AUTHORIZATION : *Patricia Pignatelli*

COST LIMIT : ~~\$ 35.00~~

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 19 PM 3:06

ORDER DATE : August 19, 1997

ORDER TIME : 8:57 AM

ORDER NO. : 501080-005

CUSTOMER NO: 11614A

000002271110--5

CUSTOMER: Ms. Martina Owens
Alan J. Werksman, Esq
Suite 101b
160 S.W. 12th Avenue
Deerfield Beach, FL 33442-3102

DOMESTIC AMENDMENT FILING

NAME: INTERBANC REAL ESTATE FUND,
LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

BTK
8/19/97

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AMENDMENT TO
AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP OF
INTERBANC REAL ESTATE FUND, LTD.
A FLORIDA LIMITED PARTNERSHIP

WHEREAS, INTERBANC REAL ESTATE FUND, LTD. (the "Partnership") was created pursuant to an Agreement of Limited Partnership filed with the office of the Secretary of State of the State of Florida, on September 28, 1987; and

WHEREAS, said Agreement of Limited Partnership was thereafter amended by (i) a certain Amendment of Agreement of Limited Partnership dated November 4, 1988, and filed with the Department of State of the State of Florida on November 30, 1988; (ii) a certain Second Amendment of Agreement of Limited Partnership filed with the Department of State of the State of Florida on December 19, 1988,

SAMUEL KELLY JORDAN, a limited partner in the Partnership now transfers, sells and assigns his .99 unit of interest in the Partnership to FRED R. MILLSAPS, as evidenced by the Assignment attached hereto, dated the 18th day of July, 1997.

Schedule A to the Amended and Restated Agreement of Limited Partnership is hereby amended to confirm the transfer from SAMUEL KELLY JORDAN to FRED R. MILLSAPS, as evidenced hereby.

This Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership shall take effect as of April 25, 1997.

IN WITNESS WHEREOF, the undersigned have executed this Amendment to Amended and Restated Agreement of Limited Partnership, as of this 18th day of July, 1997.


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This Amendment may be executed in several counterparts, and all such counterparts, so executed, taken together shall constitute one agreement, binding on all parties hereto, notwithstanding that all the parties are not signatory to the original or the same counterpart. Execution of a counterpart signature page by a General or Limited Partner shall be deemed for all purposes execution of the Amendment.

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SAMUEL KELLY JORDAN
as resigning Limited Partner

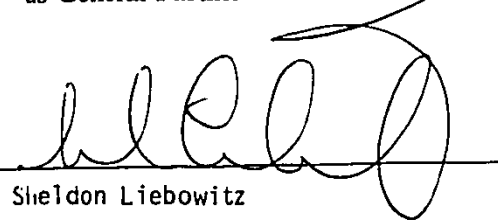


FRED R. MILLSAPS
as accepting Limited Partner

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Ratified, confirmed and approved:

By: INTERBANC REAL ESTATE, Inc.
as General Partner

By: 

Sheldon Liebowitz

This Amendment may be executed in several counterparts, and all such counterparts, so executed, taken together shall constitute one agreement, binding on all parties hereto, notwithstanding that all the parties are not signatory to the original or the same counterpart. Execution of a counterpart signature page by a General or Limited Partner shall be deemed for all purposes execution of the Amendment.

SAMUEL KELLY JORDAN
as resigning Limited Partner

FRED R. MILLSAPS
as accepting Limited Partner

Ratified, confirmed and approved:

By: INTERBANC REAL ESTATE, Inc.
as General Partner

By:  PRES,
Murray Liebowitz

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ASSIGNMENT OF INTEREST

DATED JUL 4 18 1997.

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For and in consideration of the sum of \$10.00 and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, the undersigned does hereby assigned, set over and transferred to FRED R. MILLSAPS, his entire right, title and interest in INTERBANC REAL ESTATE FUND, LTD., a Florida Limited Partnership, and all rights to distributions and earnings which have accrued or may accrue to the interests being conveyed hereby, and all in connection with the transfer of interest in INTERBANC REAL ESTATE FUND, LTD., a Florida Limited Partnership.

IN WITNESS WHEREOF, the undersigned has hereby executed this Assignment Partnership Interest this 18 day of July, 1997.

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Samuel Kelly Jordan
SAMUEL KELLY JORDAN

STATE OF GEORGIA
COUNTY OF DEKALB

The foregoing instrument was acknowledged before me this 18 day of July, 1997 by SAMUEL KELLY JORDAN, who is personally known to me or did produce DRIVERS license as identification and did take an oath.

Judy P. Clayton
NOTARY PUBLIC

NOTARY PUBLIC DEKALB COUNTY GA
MY COMMISSION EXPIRES JUNE 1998

INTERBANC REAL ESTATE FUND, LTD.

SHAREHOLDERS

<u>NAME & ADDRESS</u>	<u>NO. OF UNITS</u>
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GENERAL PARTNERS

Interbanc Real Estate, Inc. 2600 E. Commercial Blvd. #200 Ft. Lauderdale, FL 33308	1.00
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LIMITED PARTNERS

Dr. Leroy G. Appell Profit Sharing Plan & Trust 50 Cayuga Road Ft. Lauderdale, FL 33308	1.98
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Mr. & Mrs. Bradford C. Banta 1409 Middle River Drive Ft. Lauderdale, FL 33304	0.99
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The Mary L. Banta Revocable Trust Dated February 6, 1990 1425 Middle River Drive Ft. Lauderdale, FL 33304	0.99
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Estate of Philip B. Brooks c/o The Chase Manhattan Bank 270 Park Avenue, 20th Floor New York, NY 10017 Attn: Eileen Baker	1.98
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Mr. Richard C. Bucher Richard C. Bucher IRA 2010 Anderson Ferry Road Cincinnati, OH 45238	0.99
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Mrs. Constance W. Skidmore 2430 Aqua Vista Blvd. Ft. Lauderdale, FL 33301	1.98
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INTERBANC REAL ESTATE FUND, LTD.

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<u>NAME & ADDRESS</u>	<u>NO. OF UNITS</u>
Mrs. Linda Fairchild 2408 NE 12 Court Ft. Lauderdale, FL 33304	0.99
Mrs. Evelyn Lewis, Trustee 426 NW 9 Avenue Ft. Lauderdale, FL 33311	1.98
Mr. Fred R. Millsaps 2665 NE 37 Drive Ft. Lauderdale, FL 33308	0.99
Mr. Edwin S. Dane P.O. Box 2170 Springfield, MA 01101	2.97
Mr. Steven J. Mignone 15 Windermere Way Warwick, RI 02886	1.98
Morrison Investments Mr. William J. Morrison 1660 Gulf Blvd. #404 Clearwater, FL 34630	0.99
Ms. Barbara O'Keefe 7061 SW 18 Street Plantation, FL 33317	0.99
Dr. & Mrs. Frank M. Turner 5440 NE 22 Avenue Ft. Lauderdale, FL 33308	0.99
The Daniel A. Spann Revocable Trust of 1992 6701 N. Milwaukee Avenue #701 Niles, IL 60714-4418	0.99

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<u>NAME & ADDRESS</u>	<u>NO. OF UNITS</u>
Mr. Terry Stiles 6400 N. Andrews Avenue Ft. Lauderdale, FL 33309	0.99
Retirement Accounts, Inc. Mary C. Karey 4427 Branderwood Drive Roanoke, VA 24014	0.99
Winjo Enterprises, Inc. Penthouse C 2929 E. Commercial Blvd. Ft. Lauderdale, FL 33308	4.95
Mr. Dwight W. Jundt 1642 SE 8th Street Ft. Lauderdale, FL 33316	4.95
Mr. Walter Collins Sea Ranch Properties, Inc. 312 SE 17 Street #300 Ft. Lauderdale, FL 33316	4.95
Mr. & Mrs. Newell D. Crane 5475 William Henry Harrison Cincinnati, OH 45243	5.94
Mr. Ralph Paoella 34 First Avenue Branford, CT 06405	0.99
Karl Heinz Dunkel Moerikestr, 6 D-63500 Seligenstadt Germany	8.91

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<u>NAME & ADDRESS</u>	<u>NO. OF UNITS</u>
Dr. Walter Scholz Tannenstrasse 58 85640 Putzbrunn Germany	0.99
Mr. Robert Buettner Reuchlinstr. 8 81925 Munchen West Germany	0.99
Dr. Gerhard Doerre Brenzstr. 12 72766 Reutlingen West Germany	1.98
Mr. Hans Rudolf Eng Felsen Weg 27 4632 Trimbach Switzerland	12.87
Mr. Werner Klein Hakenstrabe 76 48527 Nordhorn Germany	4.95
Mr. Bernd Lauinger Holenloherstr 7 7410 Reutlingen 24 West Germany	0.99
Novinter Establishment Mitteldodrf 1 P.O. Box 636 FL-9490 VADUZ Liechtenstein	6.93

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SHAREHOLDERS

<u>NAME & ADDRESS</u>	<u>NO. OF UNITS</u>
Mr. Gunther Weiss Drosselweg 53 72793 Pfullingen West Germany	0.99
Frank M. Turner, D.D.S. Individual Retirement Account 2701 NE 14 Street Pompano Beach, FL 33062	1.98
Mr. Barbara G. Gampe Funfstuck 29 22147 Hamburg West Germany	9.90
Horst Rebner 115 Sriedenstrasse 75173 Phorcheim D-Germany	1.98

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