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ACCOUNT NO. : 072100000032

REFERENCE : 720907 7145873

AUTHORIZATION : Patricia Pizzuti

COST LIMIT : \$ 52.50

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ORDER DATE : February 26, 1998

ORDER TIME : 10:37 AM

ORDER NO. : 720907-005

CUSTOMER NO: 7145873

A28065

CUSTOMER: Philip M. Bell, Esq
Philip M. Bell, Attorney At
4415 Fifth Avenue

200002441432--6

Pittsburgh, PA 15213

DOMESTIC AMENDMENT FILING

INDEPENDENCE COURT OF

NAME: ORMOND BEACH ASSOCIATES, LTD.

EFFECTIVE DATE:

- ARTICLES OF AMENDMENT
- RESTATED ARTICLES OF INCORPORATION

10

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

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98 FEB 25 AM 11:15
DIVISION OF CORPORATIONS
Pittsburgh, PA

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AMENDMENT NO. 7 TO THE AMENDED AND RESTATED
INDEPENDENCE COURT OF ORMOND BEACH ASSOCIATES, LTD.
AGREEMENT OF LIMITED PARTNERSHIP

THIS AMENDMENT NO. 7 TO THE AMENDED AND RESTATED INDEPENDENCE COURT OF ORMOND BEACH ASSOCIATES, LTD. AGREEMENT OF LIMITED PARTNERSHIP, dated as of this 1st day of January, 1998, by and among Westco Management, Inc., a Florida corporation as General Partner; Westco Management, Inc., a Florida corporation, and the persons or entities enumerated on Exhibit A as Limited Partners.

WITNESSETH:

WHEREAS, on March 15, 1989, Westco Management, Inc., a Florida corporation, as General Partner, and National Development Properties of Florida, Inc., a Florida corporation, as Limited Partner, executed an Agreement of Limited Partnership and executed a Certificate for the formation of a limited partnership known as Independence Court of Ormond Beach Associates, Ltd. (the "Partnership") pursuant to the Uniform Limited Partnership Act of the State of Florida and filed said Certificate with the state of Florida on March 16, 1989; and

WHEREAS, on May 1, 1989, the Agreement of Limited Partnership was amended wherein Westco Management, Inc. acquired an interest as a Limited Partner; and

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WHEREAS, on September 1, 1989, the Agreement of Limited Partnership was Amended and Restated (the "Amended and Restated Partnership Agreement"); and

WHEREAS, on January 31, 1990, the Amended and Restated Partnership Agreement was amended to admit additional limited partners; and

WHEREAS, on February 1, 1990, Amendment No. 2 to the Amended and Restated Partnership Agreement was executed to change the address of the Partnership; and

WHEREAS, on February 1, 1990, Amendment No. 3 to the Amended and Restated Agreement was executed to reflect National Development Properties of Florida, Inc.'s assignment of its limited partner interest in the Partnership to Westco Management, Inc.; and

WHEREAS, on October 1, 1990, Amendment No. 4 to the Amended and Restated Partnership Agreement was executed to admit an additional limited partner; and

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WHEREAS, on November 1, 1990, Amendment No. 5 to the Amended and Restated Agreement was executed to reflect the admission of additional limited partners; and

WHEREAS, on April 13, 1992, Amendment No. 6 to the Amended and Restated Agreement was executed; and

WHEREAS, Westco Management, Inc. has assigned its 29% Partnership Interest as a Limited Partner to National Health Management, Inc., a Pennsylvania corporation, with the intention that National Health Management, Inc. be admitted to the Partnership as a Limited Partner with a 29% Partnership Interest, in the place of Westco Management, Inc., and that Westco Management, Inc. withdraw from the Partnership as a Limited Partner; and

WHEREAS, the Partners desire to amend the Amended and Restated Partnership Agreement as follows:

NOW, THEREFORE, in consideration of the premises and for other good and valuable consideration, the Amended and Restated Partnership Agreement is hereby amended as follows:

1. The foregoing recitals are incorporated herein.

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2. Exhibit A of the Amended and Restated Independence Court of Ormond Beach Associates, Ltd. Agreement of Limited Partnership is deleted in its entirety, and Schedule A attached hereto and incorporated herein by this reference is substituted in lieu thereof.

3. Except as previously amended and as amended hereby, the Amended and Restated Independence Court of Ormond Beach Associates, Ltd. Agreement of Limited Partnership, shall remain in full force and effort.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment to the Amended and Restated Independence Court of Ormond Beach Associates, Ltd. Agreement of Limited Partnership as of the date and year first above written.

GENERAL PARTNER:

Westco Management, Inc., a Florida corporation

ATTEST: *Lawrence Hunt*
Asst Secy

BY: *Kathleen Bellino*
TITLE: *V.P.*

ASSIGNOR:

Westco Management, Inc.

ATTEST: *Lawrence Hunt*
Asst Secy

BY: *Kathleen Bellino*
TITLE: *V.P.*

[Signatures Cont'd]

[Signatures Cont'd]

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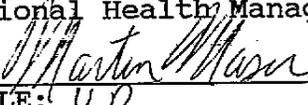
ASSIGNEE:

National Health Management, Inc.

ATTEST:



BY:



TITLE:

VP

LIMITED PARTNERS

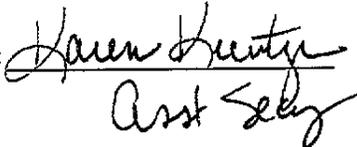
Straight A
Ivan Kaplan
Sandra L. Gitelman
Bruce E. Dubrow
Yeng Jai Pak and
Yong Won Pak
Allan I. Davis - IRA Acct.
H. David Sacks - IRA Acct.
Covato/Lipsitz Employee
Profit Sharing Plan
Wagner Family Limited
Partnership
Sidney N. Busis and
Sylvia A. Busis
Frank A. Yarussi, M.D.
Michael A. Shapiro
Seymour Baskin
Tasso G. Katselas

Patrick J. Carrigan, D.M.D.
Stephen J. Todorovich, Trustee
of the Stephen J. Todorovich
Employee Profit Sharing Plan
Robert J. Weis and Susan K. Weis
Arnold S. Green and
Kathie R. Green
Charles C. Cohen
Mayer Arnowitz
Allen J. Cousin
Bernice E. Meyers
Robert Kaplan
Fitzgerald Brereton
Margaret L. Oweida
Meltold Associates
Berger Investment Group
Marvin Kamin

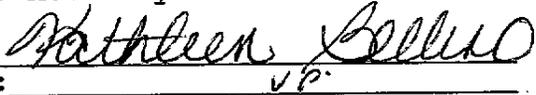
BY: Westco Management, Inc.

THEIR: Attorney-in-Fact

ATTESTED:


Asst Secy

BY:



TITLE:

VP

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SCHEDULE A

AS OF 1ST DAY OF JANUARY 1998
INDEPENDENCE COURT OF ORMOND BEACH ASSOCIATES, LTD.

<u>Partners</u>	<u>Partnership Interest in the Partnership</u>
GENERAL PARTNER:	
Westco Management, Inc. 4415 Fifth Avenue Pittsburgh, PA 15213	1.000000%
LIMITED PARTNERS:	
National Health Management, Inc. 4415 Fifth Avenue Pittsburgh, PA 15213	29.000000%
Mayer Arnowitz 1310 Beechwood Blvd. Pittsburgh, PA 15217	2.333333%
Sandra L. Gitelman 806 Kingsberry Circle Pittsburgh, PA 15234	2.333333%
Bruce E. Dubrow 42800 Bob Hope Drive Suite 209-B Rancho Mirage, CA 92270	4.666667%
Yeng Jai Pak and Yong Won Pak 41790 Sand Sage Court Palm Desert, CA 92260	1.166667%
Allan I. Davis - IRA Acct. 1890 Pemberton Drive Prescott, AZ 86301	1.166667%

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SCHEDULE A [Cont'd]

<u>Partners</u>	<u>Partnership Interest in the Partnership</u>
LIMITED PARTNERS [Cont'd]	
Dr. H. David Sacks - IRA Acct. P.O. Box 6057 Morrow Bay, CA 93412	1.166667%
Allen J. Cousin 1215 Beechwood Blvd. Pittsburgh, PA 15206	4.666667%
Wagner Family Limited Partnership 401 Shady Avenue Pittsburgh, PA 15206	1.166667%
Bernice E. Meyers 540 N. Neville Street, Apt. 601 Pittsburgh, PA 15213	2.333333%
Sidney N. Busis and Sylvia A. Busis 146 Hartwood Drive Pittsburgh, PA 15208	2.333333%
Frank A. Yarussi, M.D. 110 Fort Couch Road Pittsburgh, PA 15241	2.333333%
Michael A. Shapiro 7330 S.W. 135th Terrace Miami, Fl 33156	1.166667%
Berger Investment Group P.O. Box 5375 6592 Hamilton Avenue Pittsburgh, PA 15206	2.333333%

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SCHEDULE A [Cont'd]

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<u>Partners</u>	<u>Partnership Interest in the Partnership</u>
LIMITED PARTNERS [Cont'd]	
Patrick J. Carrigan, D.M.D. 100 Rock Haven Lane Pittsburgh, PA 15228-1800	2.333333%
Stephen J. Todorovich, DMD, Trustee of the Stephen J. Todorovich Employee Profit Sharing Plan 86 Fort Couch Road Pittsburgh, PA 15241	2.333333%
Robert J. Weis and Susan K. Weis 1347 Squirrel Hill Ave. Pittsburgh, PA 15217	2.333333%
Arnold S. Green and Kathie R. Green 124 N. Woodlawn Road Pittsburgh, PA 15232	1.166667%
Charles C. Cohen 60 Roycroft Avenue Pittsburgh, PA 15228	1.166667%
Covato/Lipsitz Employee Profit Sharing Plan Suite 333, Manor Oak 2 1910 Cochran Road Pittsburgh, PA 15220	1.166667%
Robert Kaplan Suite 333, Manor Oak 2 1910 Cochran Road Pittsburgh, PA 15220	1.166667%

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SCHEDULE A [Cont'd]

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<u>Partners</u>	<u>Partnership Interest in the Partnership</u>
LIMITED PARTNERS [Cont'd]	
Fitzgerald Brereton 3215 Southwest 67th Avenue Miramar, FL 33023	2.333333%
Meltold Associates, c/o Meyer Grinberg 313 Anita Avenue Pittsburgh, PA 15217	1.166667%
Margaret L. Oweida 1200 S. Ocean Boulevard #16-F Boca Raton, FL 33432-7703	2.333333%
Straight A P.O. Box 3627 Scranton, PA 18505	11.666667%
Seymour Baskin 4415 Fifth Avenue Pittsburgh, PA 15213	5.833333%
Marvin Kamin 4415 Fifth Avenue Pittsburgh, PA 15213	3.500000%
Tasso G. Katselas 5221 Fifth Avenue Pittsburgh, PA 15232	1.166666%
Ivan Kaplan Suite 333, Manor Oak 2 1910 Cochran Road Pittsburgh, PA 15220	1.166667%