

Robert U. Goldman, Ltd.

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F/E

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VIA FEDERAL EXPRESS

February 3, 1998

Brenda Tadlock
Limited Partnership Division
Secretary of State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

Dear Brenda:

Pursuant to our telephone conversation, ~~enclosed are the~~
following:

Re: King's Crossing Realty Corp.

1. fully executed Application by Foreign Corporation for Authorization to Transact Business in Florida (including attachment to form and King's Crossing Realty Corp.'s Good Standing Certificate from Nevada dated January 29, 1998);
2. New Century Investor Services, Inc. check #M1881 in the amount of \$70 covering your fee for item 1 above;

Re: Grace & Waring HRF Limited Partnership

3. fully executed Certificate of Amendment to Certificate of Limited Partnership;
4. Robert U. Goldman, Ltd. check #1059 in the amount of \$61.25 (which includes the \$52.50 filing fee for item 3 above).

Item 4 also includes a fee in the amount of \$8.75 to cover charges for a Certificate of Existence which we require on Grace & Waring HRF Limited Partnership. We have enclosed a Federal Express envelope and bill of lading for your convenience in returning the file copies and Certificate of Existence for delivery to us on Thursday, February 5, 1998.

If you should have any questions, please call Bob Goldman at (847) 432-3666. Your assistance in this matter is greatly appreciated. Thank you.

Very truly yours,

ROBERT U. GOLDMAN,

Marilyn Rothschild

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98 FEB -4 PM 4:13
TALLAHASSEE, FLORIDA
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*****61.25 *****61.25
CORAPAMND
LING 52.50
COPY 8.75
BALANCE DUE \$
REFUND \$

Name	
Availability	
Document Examiner	let
Updater	let
Unit or Verifier	let
Enclosures	let
Adm.	let

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

Grace & Waring HRF Limited Partnership

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on 12/17/90, adopts the following certificate of amendment to its certificate of limited partnership:

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

Section 8 of the Certificate of Limited Partnership is amended to read as follows:

8. Name of General Partner
King's Crossing Realty Corp.,
A Nevada Corporation

Specific Address
600 Central Avenue, Suite 365
Highland Park, Illinois 60035-3257

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

Signature of current general partner:

RUG PROPERTIES CORP.

By:

Robert U. Goldman, Secretary

Signature(s) of new general partner(s), if applicable:

KING'S CROSSING REALTY CORP.

By:

Robert U. Goldman, Vice President