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Supplemental Affidavit
Filed 4-14-94

3 pgs.

GREENBERG

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TRAURIG

A32662

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Elizabeth C. Galvin, L.A.
305-789-5449

April 13, 1994

Florida Division of Corporations
LIMITED PARTNERSHIP SECTION
P. O. Box 6327
Tallahassee, Florida

RE: PORTOFINO REAL ESTATE FUND, LTD.

G. TAX _____
FILING 1750.00
R. AGENT FEE _____
C. COPY 52.50
1099s 1802.50
N. BANK _____
BALANCE DUE _____
RECEIVED _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
94 APR 14 PM 2:30

Enclosed herewith are three duly executed originals of a Supplemental Affidavit to Certificate of Limited Partnership for the captioned Partnership. Also enclosed is a check in the amount of \$ 1,750 to cover the cost of the filing and one certified copy. Please stamp the third copy and return two copies to us.

Should anything further be required, please do not hesitate to contact me.

100001103801
-04/19/94--01160-004
***1750.00 ***1750.00

Very truly yours,

mk
4/14/94

100001103801
-04/19/94--01160-005
*****52.50 *****52.50

GREENBERG TRAURIG HOFFMAN LIPOFF ROSEN & QUENTEL, P.A.
1221 BRICKELL AVENUE MIAMI, FLORIDA 33131 305-579-0500 FAX 305-579-0717
MIAMI FORT LAUDERDALE WEST PALM BEACH TALLAHASSEE
NEW YORK WASHINGTON, D.C.

**SUPPLEMENTAL AFFIDAVIT
OF CAPITAL CONTRIBUTIONS FOR A
FLORIDA LIMITED PARTNERSHIP**

THE UNDERSIGNED, constituting all of the general partners of PORTOFINO REAL ESTATE FUND, LTD., a Florida limited partnership (the "Partnership"), executed this supplemental affidavit filed pursuant to §620.112, Florida Statutes.

The total amount of capital contributions of the limited partners is \$ 13,277,541.42.

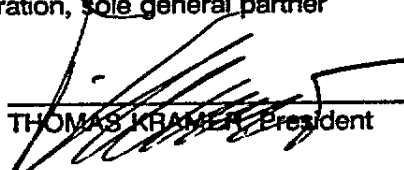
This 30th day of March, 1994.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

PORTOFINO GROUP, INC., a Florida
corporation, sole general partner

BY:


THOMAS KRAMEN, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
94 APR 14 PM 2:30