

# A93000001322



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LIST

ACCOUNT NO. : 072100000032

REFERENCE : 569619 4300123

AUTHORIZATION : *Patricia Pzyt*

COST LIMIT : \$ 52.50

ORDER DATE : October 17, 1997

ORDER TIME : 11:32 AM

ORDER NO. : 569619-005

CUSTOMER NO: 4300123

800002324538--6

CUSTOMER: Susan E. Todd, Legal Assistant  
Battle Fowler LLP  
75 East 55th Street  
Concourse  
New York, NY 10022

DOMESTIC AMENDMENT FILING

NAME: MAGNOLIA ASSOCIATES, 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: Jon A Bowling

EXAMINER'S INITIALS:

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**KWM**

A93-1322

**CERTIFICATE OF AMENDMENT**

**TO**

**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**MAGNOLIA ASSOCIATES, LTD.**

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To the Secretary of State  
State of Florida

Date: October 10, 1997

The undersigned general partner of Magnolia Associates, Ltd., a limited partnership formed under the laws of the State of Florida (the "Limited Partnership") does hereby certify that:

1. The name of the Limited Partnership is Magnolia Associates, Ltd.
2. The date of filing of the Certificate of Limited Partnership is December 10, 1993. The date of filing of the first Certificate of Amendment to the Certificate of Limited Partnership was August 9, 1995. The date of filing of the second Certificate of Amendment to the Certificate of Limited Partnership was December 12, 1996.
3. This further amendment to the Certificate of Limited Partnership is effected by striking out Sections 3 and 4 in their entirety and by inserting in lieu thereof the following new Sections 3 and 4:

197-695 "3. The name of the sole general partner of the Partnership is Tower Orlando GP LLC, a Delaware limited liability company, and its business address is c/o Tower Realty Trust, Inc., 120 West 45th Street, New York, N.Y. 10036."

"4. The mailing address of the Partnership is c/o Tower Realty Trust, Inc., 120 West 45th Street, New York, N.Y. 10036."

IN WITNESS WHEREOF, the undersigned have duly executed this Certificate  
of Amendment of the Certificate as of the day and year first above written.

ADDITIONAL GENERAL PARTNER:

TOWER ORLANDO GP LLC

By: TOWER QRS NO. 3 CORP., its  
Managing Member

By:



Name: Lawrence Feldman  
Title: President

PRIOR GENERAL PARTNER

D/F ORLANDO CORP.

By:



Name: Lawrence Feldman  
Title: President

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