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LIMITED PARTNERSHIP AMENDMENT

CAL PLAZA HOLDINGS ASSOCIATES, LTD.

Certificate of Status	0
Certified Copy	1
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CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF CAL PLAZA HOLDINGS ASSOCIATES, LTD.

The Certificate of Limited Partnership of Cal Plaza Holdings Associates, Ltd. (the "Partnership") was originally filed with the Florida Secretary of State, Division of Corporations, on May 10, 1996 as Document Number A96000000895, and is hereby amended as follows.

The Certificate is hereby amended as follows:

- 1. Tarragon Capital Corporation has assigned its interest as the sole general partner in the Partnership to Cal Plaza GP, Inc., a Florida corporation ("New GP") and New GP has assumed all obligations of Old GP as the sole general partner in the Partnership.
- 2. The name and business mailing address of New GP, the sole general partner in the Partnership, is Cal Plaza GP, Inc., 1775 Broadway, 23rd Floor, New York, NY 10019.
- 3. This Certificate of Amendment is effective immediately.

IN WITNESS WHEREOF, the undersigned, as sole general partner in the Partnership, has executed this Certificate of Amendment as of November 24, 2003.

CAL PLAZA GP, INC., a Florida corporation

Charles D. Batonstein. Executive Vice President

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