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GOLDBOLD, DOWNING, SHEAHAN & BATTAGLIA

A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

GENE H. GOLDBOLD
GRANT T. DOWNING
MICHAEL J. SHEAHAN
WILLIAM P. BATTAGLIA
JOHN HOWELL BILL
JANET M. LOWER

222 WEST COMSTOCK AVENUE
SUITE 101
WINTER PARK, FLORIDA 32789

POST OFFICE BOX 1984
WINTER PARK, FLORIDA 32790
TELEPHONE (407) 647-4416
FACSIMILE (407) 647-2089

January 14, 1997

Department of State
Divisions of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: RE Windsor, Ltd.

Dear Sir or Madam:

Enclosed are the following items in connection with the filing of Certificate of Amendment for the referenced limited partnership:

1. Certificate of Amendment;
2. A copy of the executed Certificate of Amendment to be certified and returned;
3. A check in the amount of \$105.00 to cover the following items:

Filing Fee	\$ 52.50
Certified copy/Articles of Amendment	52.50
Total	<u>\$ 105.00</u>

Thank you for your assistance in this matter. Should you have any questions or comments, please contact me at the above number.

Yours very truly,

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-01/22/97--01116--020
****105.00 ****105.00

Ruth D. Merkle
Ruth D. Merkle, Secretary to
William P. Battaglia

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DIVISION OF CORPORATIONS

/r

Enclosures

F:\MURRI-WINDS\SEC-4-STATE\STUDENT FEE

U. TAX	_____
FILING	52.50
STUDENT FEE	_____
C. COPY	52.50
TOTAL	105.00
V. BOND	_____
REMARKS	_____
DATE	_____

OK
Call Windsor
1/15/97 Ready
681-0550

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DIVISION OF CORPORATIONS
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**RI WINDSOR, LTD.
CERTIFICATE OF AMENDMENT**

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DIVISION OF CORPORATIONS
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The undersigned General Partner files this Certificate of Amendment of RI Windsor, Ltd. (the "Limited Partnership") with the Florida Department of State in order to form a Limited Partnership pursuant to §620.108 of the Florida Revised Limited Partnership Act (1986) (the "Act").

1. Name. The name of the Limited Partnership is RI Windsor, Ltd.
2. Original Certificate. The original Certificate of Limited Partnership was filed on October 18, 1996.
3. Amendment. The original Certificate of Limited Partnership is amended to reflect the admission of a new General Partner, Mountain View National, Inc, a Nevada corporation, to the Limited Partnership. Section 2, General Partner, of the Limited Partnership's original Certificate of Limited Partnership is amended to read as follows:

2. General Partners. The names and the business addresses of the General Partners of the Limited Partnership are:

RI Windsor, Inc.
5401 South Kirkman Road, Suite 515
Orlando, Florida 32819

F97000006250
Mountain View National, Inc.
280 Park Avenue
East Building, 20th Floor
New York, New York 10017

4. Affirmation. The General Partners hereby acknowledge that pursuant to the Act:
 - 4.1 The execution of this Certificate by the General Partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.
 - 4.2 The General Partners accept the liability imposed by the Act on a general partner for a false statement contained in this Certificate; and
 - 4.3 If, after the execution of this Certificate, a General Partner knows that any arrangement or other fact described in this Certificate has changed, making the statement inaccurate

in any material respect, the General Partner will forthwith cause this Certificate to be cancelled or amended, or file a petition for its cancellation or amendment pursuant to the Act.

Executed this 13th day of January, 1997.

RI WINDSOR, INC.

By: 
Robert Rohdie, President

MOUNTAIN VIEW NATIONAL, INC.

By: 
William S. Friedman, President

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DIVISION OF CORPORATIONS
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