

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-3870 • (850) 342-8888 • Fax (850) 322-1222

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Encon Associates Limited
Partnership

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✓ Art. of Amend. File _____
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Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
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Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
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**FIRST AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
ENCON ASSOCIATES LIMITED PARTNERSHIP**

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FIRST AMENDMENT made as of the 17th day of December, 1997, by and between WC Realty, Inc., a Florida corporation, having its principal place of business c/o Ralton Corporation, Fairfield Corporate Center, 75 Kings Highway Cut-Off, Fairfield, Connecticut 06430 (the "Withdrawing General Partner"), Gibraltar Properties, Inc., a Delaware corporation, having its principal place of business at 415 Highland Avenue, Ridgewood, New Jersey 07450 (the "Successor General Partner"), and Realty Financial Corporation, having its principal place of business at 415 Highland Avenue, Ridgewood, New Jersey 07450 (the "Sole Limited Partner").

W I T N E S S E T H :

WHEREAS, EnCon Associates Limited Partnership (the "Partnership") was formed as a limited partnership under the laws of the State of Florida, by the filing of the Certificate of Limited Partnership (the "Certificate"), dated September 22, 1997, with the Department of State of the State of Florida on October 2, 1997; and

WHEREAS, the Withdrawing General Partner, pursuant to a written instrument bearing even date, has determined to withdraw as the General Partner of the Partnership, and has designated the Successor General Partner to serve as General Partner of the Partnership; and

WHEREAS, the Successor General Partner has agreed to accept its appointment as the General Partner of the Partnership, and has agreed to comply with and assume all of the obligations of the General Partner of the Partnership pursuant to the applicable provisions of the laws of the State of Florida and pursuant to the Partnership Agreement applicable to the Partnership (the "Partnership Agreement"); and

WHEREAS, the sole Limited Partner has consented to the appointment of the Successor General Partner as the General Partner of the Partnership;

NOW, THEREFORE, the parties hereto agree to amend the Certificate of Limited Partnership of the Partnership, as follows:

1. Article 5 of the Certificate of Limited Partnership of the Partnership is hereby amended to change the mailing address of the Partnership by deleting the existing Article 5 and by inserting the following in lieu thereof:

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"5. The mailing address of the Limited Partnership is c/o its General Partner, Gibraltar Properties, Inc., 415 Highland Avenue, Ridgewood, New Jersey 07450."

2. Article 7 of the Certificate of Limited Partnership of the Partnership is hereby amended to change the name of the General Partner of the Partnership by deleting the existing Article 7 and by inserting the following in lieu thereof:

"7. The name of the General Partner is Gibraltar Properties, Inc. The address of the General Partner is 415 Highland Avenue, Ridgewood, New Jersey 07450."

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3. The Successor General Partner joins in the execution of this Amendment to confirm its agreement to act as General Partner of the Partnership, and to confirm its agreement to comply with all of the provisions of the Partnership laws of the State of Florida and the Partnership Agreement.

4. The sole Limited Partner joins in the execution of this Amendment for the express purpose of memorializing its consent to the appointment of the Successor General Partner as the General Partner of the Partnership, and for purposes of consenting to the admission of the Successor General Partner as said General Partner, and to acknowledge its agreement to continue the business of the Partnership with the Successor General Partner as General Partner of the Partnership.

5. This Amendment is hereby adopted by all of the members of the Partnership, including the sole Limited Partner.

6. The Successor General Partner herewith elects to continue the business of the Partnership.

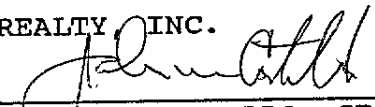
7. Except as herein amended, the Certificate of Limited Partnership of the Partnership shall continue in full force and effect.

IN WITNESS WHEREOF, each of the parties hereto have executed this Amendment as of the 17th day of December, 1997.

WITHDRAWING GENERAL PARTNER

WC REALTY, INC.

By:


JOHN M. COSTELLO, SR., President

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SUCCESSOR GENERAL PARTNER

GIBRALTER PROPERTIES, INC.

By: Wm. L. McKenna
WILLIAM L. MCKENNA, President

SOLE LIMITED PARTNER

REALTY FINANCIAL CORPORATION

By: Wm. L. McKenna
WILLIAM L. MCKENNA, Sr.,
Vice-President

STATE OF CONNECTICUT]
] ss.:
COUNTY OF FAIRFIELD]

On this 17th day of JANUARY 1998 ~~December, 1997~~, before me personally came John M. Costello, to me known, who being by me duly sworn, did depose and say that he is the President of WC Realty, Inc., the corporation described in, and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation and that he signed his name thereto by like order as of the 17th day of December, 1997.

John Arciola
Notary Public
My commission expires:
JO ANN ARCIOLA
NOTARY PUBLIC
MY COMMISSION EXPIRES DEC. 31, 2000

STATE OF NEW JERSEY]
] ss.:
COUNTY OF BERGEN]

On this 6th day of January 1998 ~~December, 1997~~, before me personally came William L. McKenna, to me known, who being by me duly sworn, did depose and say that he is the President of Gibraltar Properties, Inc., the corporation described in, and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation and that he signed his name thereto by like order as of the 17th day of December, 1997.

Patricia J. Braun
Notary Public
My commission expires: _____

STATE OF NEW JERSEY]
]ss.:
COUNTY OF BERGEN]

On this 6th day of January 1988, before me personally came William L. McKenna, to me known, who being by me duly sworn, did depose and say that he is the Vice-President of Realty Financial Corporation, the corporation described in, and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation and that he signed his name thereto by like order as of the 17th day of December, 1997.

Patricia J. Braun
Notary Public
My commission expires: _____

PATRICIA J. BRAUN
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES JUNE 22, 1999

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