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LIMITED PARTNERSHIP AMENDMENT

355 ALHAMBRA PLAZA, LTD.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$52.50

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SECOND AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
355 ALHAMBRA PLAZA, LTD.
a Florida limited partnership

The undersigned general partner, desiring to amend the Certificate of Limited Partnership of 355 ALHAMBRA PLAZA, LTD., pursuant to the provisions of section 620.109, Florida Statutes, does hereby certify the following:

First: The name of the Limited Partnership is 355 Alhambra Plaza, Ltd.

Second: The Certificate of Limited Partnership of 355 Alhambra Plaza, Ltd. was filed with the Florida Secretary of State on August 26, 1999, and was amended by the Certificate of Amendment, effective December 31, 2003, filed with the Florida Secretary of State on January 12, 2004.

Third: This Second Amendment to Certificate of Limited Partnership is being filed to evidence the withdrawal of 355 Alhambra Corp., a Florida corporation as a general partner of the Limited Partnership, effective as of June 1, 2005 and evidence the admission of Alhambra GP LLC, a Delaware limited liability company as the general partner of the Limited Partnership, effective as of June 1, 2005. Accordingly, Section 4 of the Certificate of Limited Partnership shall be amended as follows:

Name and Business Address of General Partner. The name and business address of the general partner is as follows:

Alhambra GP LLC
Attn: Joseph B. Dobronyi, Jr.
c/o J.P. Morgan Investment Management Inc.
522 Fifth Avenue
New York, New York 10036

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IN WITNESS WHEREOF, the undersigned general partner has executed this Second Amendment to the Certificate of Limited Partnership on this 13, day of June, 2005.

ALHAMBRA GP LLC, a Delaware limited liability company

By: JPMORGAN CHASE BANK, N.A., AS TRUSTEE
UNDER DECLARATION OF TRUST, DATED
AS OF NOVEMBER 13, 2004, FOR ITS
COMMINGLED PENSION TRUST FUND
(SPECIAL SITUATION PROPERTY), its sole
member

By: [Signature]
Name: Joseph B. Dobrowski, Jr.
Title: Vice President

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