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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION

BALAPINES PARTNERS, LP

Certificate of Status	0
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**AMENDMENT TO CERTIFICATE OF AUTHORITY
FOR
FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is: Balapines Partners, LP

2. The jurisdiction of its formation is: Delaware

3. The date the entity was authorized to transact business in Florida is: 2/1/00

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name: W2005 BAL Real Estate Limited Partnership

*Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.
Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or L.L.P.*

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

Name:	Business Address:
<u>W2005 BAL Gen-Par, L.L.C.</u>	<u>100 Crescent Court, Suite 1000 Dallas TX 75201</u>

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6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

- The entity elects to be a limited liability limited partnership.
- The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. Effective date, if other than the date of filing: _____
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature of a general partner:

Typed or printed name:

Alan Kava
Manager of general partner

Filing Fee: \$32.50
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Delaware

PAGE 1

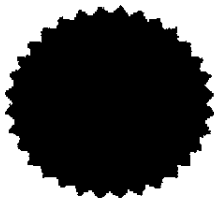
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "BALAPINES PARTNERS, LP", FILED A RESTATED CERTIFICATE, CHANGING ITS NAME TO "W2005 BAL REAL ESTATE LIMITED PARTNERSHIP", THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2005, AT 3:58 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2005.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4443640

DATE: 01-12-06

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