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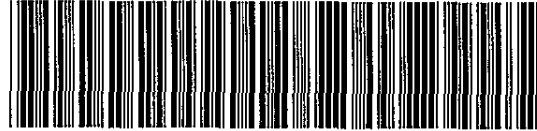
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DATE: 09-09-05

NAME: RITZ REAL ESTATE PARTNERS OF PHILADELPHIA, LLC

TYPE OF FILING: AMENDMENT

COST: \$25

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ACCOUNT: FCA0000000015

AUTHORIZATION: ABBIE PAUL HODGE



**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
of
RITZ REAL ESTATE PARTNERS OF PHILADELPHIA, LLC**

FIRST: The date of filing of the articles of organization was June 25, 2003, under document number L03000023286.

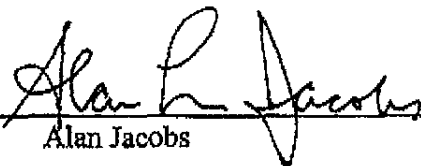
SECOND: The following amendment to the articles of organization were adopted by the limited liability company:

ARTICLE I

The name of the Limited Liability Company has been changed to Real Estate Partners of Philadelphia, LLC.

DATED: September 9, 2005

MANAGING MEMBER:

By: 
Alan Jacobs

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