

Filing Fee: \$50.00

ID Number: 49398



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED PARTNERSHIP

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
(To Be Filed In Duplicate Original)**

The undersigned, desiring to amend the Certificate of Limited Partnership under and by virtue of the power conferred by Section 7-13-9 of the General Laws, 1956, as amended, hereby execute the following Certificate of Amendment to the Certificate of Limited Partnership:

1. The name of the limited partnership is:

Stratford House Associates Limited Partnership

2. The date of filing of the Certificate of Limited Partnership is October 4, 1978

3. The Certificate of Limited Partnership (as previously amended on 8/29/79, 12/30/81, 7/30/84, 9/26/92,
3/10/95 and 5/23/00)
is amended as follows: (List dates of prior amendment(s), if applicable. If none, so state.)

[Insert amendment]

The Schedule attached to the Certificate hereby is amended to (a) delete therefrom the following name and address of the Sadie Berkun Family Trust, c/o Edward Berkun, 8 East Road, Port Washington, New York 11050 and (b) insert the name and address of Warren Heller, 515 West Buckeye Road, Suite 104, Phoenix, Arizona 85003-2699 as Substitute Limited Partner of the Partnership. The Substitute Limited Partner shall have all of the rights and obligations of Limited Partners of the Partnership.

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4. This Certificate of Amendment is signed by at least one general partner and, if applicable, by each other general partner designated herein as a new general partner.

Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Amendment to the Certificate of Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: December 29, 2000

STRATFORD HOUSE ASSOCIATES LIMITED PARTNERSHIP
Print Name of Limited Partnership

By JHM
James H. Woloohojian
By _____
By _____
By _____
By _____