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AMENDMENT
TO
CERTIFICATE AND AGREEMENT
OF LIMITED PARTNERSHIP
OF
WESTWARD HO ASSOCIATES

THIS AMENDMENT made effective as of the 1st day of April, 1989, by and among WESTWARD HO ASSOCIATES (a Minnesota general partnership), GAUDREAU DEVELOPMENT CO., INC., ROBERT GAUDREAU and GAUDREAU-PROPERTIES CO. (an Arizona corporation), collectively hereinafter the "General Partners", and those Limited Partners shown on the signature page.

WHEREAS, the General Partners and others entered into that certain Certificate and Agreement Of Limited Partnership filed with the Secretary of State of Rhode Island on January 18, 1980 (the "Partnership Agreement") establishing Westward Ho Associates, a Rhode Island limited partnership (the "Partnership");

WHEREAS, the General Partners and others entered into an Amended And Restated Agreement And Certificate Of Limited Partnership Of Westward Ho Associates ("Agreement And Certificate") which included HOMAR, INC. ("Homar") as a Limited Partner, said Agreement And Certificate dated April 1, 1980 and filed with the Rhode Island Secretary of State on April 18, 1980; and

MR

WHEREAS, Homar desires to transfer and assign all of its Limited Partner interest to Marshall Contractors Of Connecticut, Inc. ("Marshall").

NOW, THEREFORE, for valuable consideration given, the parties hereto agree as follows:

1. Homar hereby resigns as a Limited Partner of the Partnership and Marshall is hereby admitted as a Partner of the Partnership. Marshall hereby assumes any and all obligations and liabilities of Homar in and/or of the Partnership.

2. The Agreement And Certificate of the Partnership is hereby amended to reflect the withdrawal of Homar as a Limited Partner and the substitution of Marshall as a Limited Partner with the same percentage ownership interest.

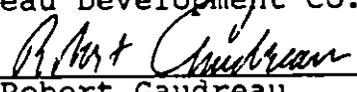
3. In all other respects, the Agreement And Certificate remains in full force and effect.

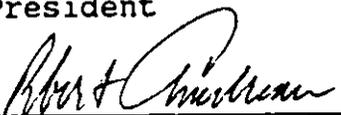
IN WITNESS WHEREOF, the parties hereto have affixed their signatures effective as of the 1st day of April, 1989.

General Partners

Westward Ho Associates
a Minnesota General
Partnership, by a Partner,
Gaudreau Development Co., Inc.

By:


Robert Gaudreau
President


Robert Gaudreau
Individually

Gaudreau Development
Co., Inc., a Rhode
Island corporation

By:


Robert Gaudreau
President

Gaudreau-Properties Co.,
an Arizona corporation

By:


Robert R. Gaudreau
President

Limited Partners:

Knutson Construction Company
a Minnesota corporation

By: Robert Gaudreau
Robert Gaudreau
Attorney in Fact

Marshall Building - Systems, Inc.
a Rhode Island corporation

By: John H. Masfeller
Its: See

Real Estate Associates Limited II,
a California limited partnership
by its corporate general partner
National Partnership Investments Corp.,
a California corporation

By: [Signature]
Its: A.V.P.

Withdrawing Limited Partner:

HOMAR, Inc., a Rhode Island
Corporation

By: [Signature]
Its: PRESIDENT

New Limited Partner:

Marshall Contractors Of
Connecticut, Inc., a Rhode
Island corporation

By: John H. Masfeller
Its: Pres.

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In Cranston on this 28TH day of July, 1989, before me
personally appeared Robert R. Gaudreau, individually, and in
the capacity known to me to be the President of Gaudreau
Development Co., Inc. a Partner of Westward Ho Associates (a

Rhode Island Limited Partnership) and Westward Ho Associates (A Minnesota General Partnership), and known to me to be the President of Gaudreau-Properties, Co., an Arizona corporation and known to me to be the Attorney in Fact of Knutson Construction Company, and he acknowledged he executed the foregoing Amendment as his free act and deed and the free act and deed of the various corporations and partnerships heretofore described.

James L. Kelly
Notary Public

My Commission Expires June 30, 1991

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

On this 20th day of July, 1989, before me the undersigned, a notary public in and for said county and state, personally appeared John K. Marshall III, known to me to be the Secretary of Marshall Building Systems, Inc., the corporation that executed the within instrument, and acknowledged to me that such corporation executed the same.

James L. Kelly
Notary Public

My Commission Expires June 30, 1991

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

On this 18 day of July, 1989, before me the under-
signed, a notary public in and for said county and state,
personally appeared BERNARD HODGES, known to me
to be the PRESIDENT of HOMAR, Inc., the
corporation that executed the within instrument, and acknow-
ledged to me that such corporation executed the same.

Edoardo R. DeStefano
Notary Public
My commission expires
June 30, 1991

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

On this 20th day of July, 1989, before me the under-
signed, a notary public in and for said county and state,
personally appeared John R. Marshall III, known to me
to be the President of Marshall Contrac-
tors of Connecticut, Inc., the corporation that executed the
within instrument, and acknowledged to me that such corpora-
tion executed the same.

Janice L. Kelley
Notary Public

My Commission Expires June 30, 1991

STATE OF CALIFORNIA

COUNTY OF LOS ANGELES

On this ~~18th~~ day of ~~July~~^{October}, 1989, before me the undersigned, a notary public in and for said county and state, personally appeared Mark Walther, known to me to be the Assistant Vice President of National Partnership Investments Corp., the corporation that executed the within instrument and known to me to be one of the general partners of Real Estate Associates Limited II, the partnership that executed the within instrument, and acknowledged to me that such corporation executed the same as such partner and that such partnership executed the same.



H. Anne Henderson
Notary Public

OCT 23 4 00 PM '89

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Rec'd & Filed
OCT 23 1989