



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: October 31, 2000

Whitehall Associates
Print Name of Limited Partnership

By JHM
James H. Woloohojian, General Partner

By _____

By _____

By _____

By _____