



LPR312/09/99:01:8390:
SOSIL C002313 FILED 202
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SUBMIT IN DUPLICATE!

Return to: Department of
Business Services
Limited Partnership Division
Room 357, Howlett Building
Springfield, IL 62756
Telephone: (217) 785-8960
http://www.sos.state.il.us.

JESSE WHITE
SECRETARY OF STATE
STATE OF ILLINOIS

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF LIMITED PARTNERSHIP
(Illinois limited partnership)
(Please type or print clearly)

All correspondence regard-
ing this filing will be sent to
the registered agent of the
limited partnership unless a
self-addressed envelope with
pre-paid postage is included.

1. Limited partnership's name: Eugenie Terrace Associates
2. File number assigned by the Secretary of State: C002313
3. Federal Employer Identification Number (F.E.I.N.): 36-3447540
4. The certificate of limited partnership is amended as follows:
(Check all applicable changes here and specify them in item 5.)
(Address changes, P.O. Box alone and c/o are unacceptable)
 - a) Admission of a new general partner (give name and business address in item 5 on reverse).
 - b) Withdrawal of a general partner (give name in item 5 on reverse).
 - c) Change of registered agent and/or registered agent's office (give new name and address, including county on item 5 on reverse).
 - d) Change in the address of the office at which the records required by Section 201 of the Act are kept (give new address, including county, in item 5 on reverse).
 - e) Change in the general partners name and/or business address (give name and new address in item 5 on reverse).
 - f) Change in the partners' total aggregate contribution amount (give new dollar amount in item 5 on reverse).
 - g) Change in limited partnership's name (give new name in item 5 on reverse).
 - h) Change in date of dissolution (give new date in item 5 on reverse).
 - i) Other (give information in item 5 on reverse).



Form LP 202
(Rev. Jan. 1999)

5. Place Item #4 changes here:

Item 4(a): The new general partner is as follows:

Capital Associates Development Corp., an Illinois corporation
1201 North Clark Street, Suite 300
Chicago, Illinois 60610

Item 4(b): The withdrawing general partner is as follows:

Capital Associates Development Corp., a Delaware corporation
1201 North Clark Street, Suite 300
Chicago, Illinois 60610

If additional space is needed for item 4, it must be continued in the same format on a plain white 8 1/2 x 11 sheet, which must be stapled to this form.

6. NAME(S) & BUSINESS ADDRESS(ES) OF GENERAL PARTNER(S)

The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

The original certificate of amendment must be signed by a general partner, all new general partners and at least one withdrawing general partner.

SIGNATURE AND NAME	BUSINESS ADDRESS
1. Signature <u><i>John P. Metzger</i></u>	Number/Street <u>1201 North Clark Street, Suite 300</u>
Type or print name and title <u>John P. Metzger,</u>	City/town <u>Chicago</u>
<u>Executive Vice-President</u>	
Name of General Partner if a corporation or	
other entity <u>Capital Associates Development Corp.,</u> State <u>Illinois</u> ZIP Code <u>60610</u>	
<u>a Delaware corporation</u>	
<u>(the withdrawing General Partner)</u>	
2. Signature <u><i>John P. Metzger</i></u>	Number/Street <u>1201 North Clark Street, Suite 300</u>
Type or print name and title <u>John P. Metzger,</u>	City/town <u>Chicago</u>
<u>Executive Vice-President</u>	
Name of General Partner if a corporation or	
other entity <u>Capital Associates Development Corp.,</u> State <u>Illinois</u> ZIP Code <u>60610</u>	
<u>an Illinois corporation</u>	
<u>(the New General Partner)</u>	
3. Signature _____	Number/Street _____
Type or print name and title _____	City/town _____
_____	_____
Name of General Partner if a corporation or	
other entity _____ State _____ ZIP Code _____	

(Signatures must be in **BLACK INK** on an original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

DO NOT SEND CASH!