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088/0046 21 001 Page 1 of 2
1999-12-28 12:46:58
Cook County Recorder 23.00

Form LP 202
(Rev. Jan. 1999)

Filing Fee \$25

SUBMIT IN DUPLICATE!



LPR312/16/99:01:8749:
SOSIL C005084 FILED 202
25.00 0K01

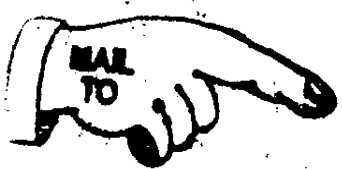
Return to: Department of
Business Services
Limited Partnership Division
Room 357, Howlett Building
Springfield, IL 62756
Telephone: (217) 785-8960
<http://www.sos.state.il.us>

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: Winthrop Beach Associates
2. File number assigned by the Secretary of State: C005084
3. Federal Employer Identification Number (F.E.I.N.): 363230407
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).



BOX 416 (R. Cordes)

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Property of Cook County Clerk's Office

BOX 418

Form LP 202
(Rev. Jan. 1999)

5. Place Item #4 changes here:

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SOSIL C005084 FILED 202

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 _____

Number/Street 1201 North Clark Street, Suite 300

Type or print name and title John P. Metzger,
Executive Vice-President

City/town Chicago

Name of General Partner if a corporation or
other entity Capital Associates Development Corp.,
a Delaware corporation
(the withdrawing General Partner)

State Illinois ZIP Code 60610

2. Signature _____

Number/Street 1201 North Clark Street, Suite 300

Type or print name and title John P. Metzger,
Executive Vice-President

City/town Chicago

Name of General Partner if a corporation or
other entity Capital Associates Development Corp.,
an Illinois corporation
(the New General Partner)

State Illinois ZIP Code 60610

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!