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Form LP 202
(Rev. Jan. 1991)

Filing Fee \$25

SUBMIT IN DUPLICATE!

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

GEORGE H. RYAN
Secretary of State
State of Illinois

CERTIFICATE OF AMENDMENT TO THE CERTIFICATE OF LIMITED PARTNERSHIP (Illinois limited partnership)

92144322

OFFICE USE ONLY

COCC757 5051L 11/07/91
25.00 IA 000001730 FILED

1. Limited partnership's name: Massasoit Property Limited Partnership

2. File number assigned by the Secretary of State: C000957

3. Federal Employer Identification Number (F.E.I.N.): 36-6516111

4. The certificate of limited partnership is amended as follows:
(Check all applicable changes)
(Address changes P.O. Box alone and c/o are unacceptable)

- DEPT-01 RECORDING \$23.00
- T#4444 TRAN 4567 03/05/92 16:09:00
- #8480 ÷ D * - 92 - 144322
- COOK COUNTY RECORDER

92144322

- a) Admission of a new general partner (give name and business address below).
- b) Withdrawal of a general partner (give name below).
- c) Change of registered agent and/or registered agent's office (give new name and address, including county below).
- 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 below).
- e) Change in the general partners name and/or business address (give name and new address below).
- f) Change in the partners' total aggregate contribution amount (give new dollar amount below).
- g) Change in limited partnership's name (give new name below).
- h) Change in date of dissolution (give new date below).
- i) Other (give information below).

The Partnership shall terminate on December 31, 2001.

2300

BOX 356

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5. 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	
1.	<u>James T. Braniff</u> (Signature) <u>James T. Braniff</u> (Type or print name and title) <u></u> (Name of General Partner if a corporation or other entity)
2.	<u></u> (Signature) <u>Gearen Properties Limited Partnership</u> (Type or print name and title) <u>Paul C. Gearen, General Partner</u> (Name of General Partner if a corporation or other entity)
3.	<u></u> (Signature) <u>Jack M. Cohen Investment Trust</u> (Type or print name and title) <u>Jack M. Cohen as Trustee</u> (Name of General Partner if a corporation or other entity)
4.	<u></u> (Signature) <u></u> (Type or print name and title) <u></u> (Name of General Partner if a corporation or other entity)
5.	<u></u> (Signature) <u></u> (Type or print name and title) <u></u> (Name of General Partner if a corporation or other entity)

BUSINESS ADDRESS	
1.	<u>1300 W. Higgins Road</u> Number Street <u>Park Ridge</u> City/town <u>Illinois</u> <u>60068</u> State Zip Code
2.	<u>1300 W. Higgins Road</u> Number Street <u>Park Ridge</u> City/town <u>Illinois</u> <u>60068</u> State Zip Code
3.	<u>2 North La Salle Street</u> Number Street <u>Chicago</u> City/town <u>Illinois</u> <u>60602</u> State Zip Code
4.	<u></u> Number Street <u></u> City/town <u></u> <u></u> State Zip Code
5.	<u></u> Number Street <u></u> City/town <u></u> <u></u> State Zip Code

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

If additional space is needed, 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.

FORMS OF PAYMENT:

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

DO NOT SEND CASH!

RETURN TO:

Secretary of State
Department of Business Services
Limited Partnership Division
Room 330, Centennial Building
Springfield, Illinois 62756
Telephone: (217) 785-8960

92144322

Clark County Clerk's Office