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Form LP 908
(Rev. Jan. 1991)

Filing Fee \$25

SUBMIT IN DUPLICATE!

GEORGE H. RYAN
Secretary of State
State of Illinois

CERTIFICATE OF AMENDMENT TO THE APPLICATION FOR ADMISSION (foreign limited partnership)

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

OFFICE USE ONLY

RECEIVED FOR
RECORDING
JAN 25 1994
COOK COUNTY RECORDER

94273174

- 1. Limited partnership's name: PS Partners V Ltd., A California Limited Partnership
- 2. File number assigned by the Secretary of State: 5000314 94273174
- 3. Federal Employer Identification Number (F.E.I.N.): 95-3950440
- 4. Admitting name or assumed name, if any, under which the limited partnership is transacting business in Illinois:

5. The application for admission to transact business is amended as follows: DEPT-01 RECORDING \$23.50
 (Check all applicable changes) TRAN 9370 03/25/94 14:30:00
 (Address changes P.O. Box alone and c/o are unacceptable) #2840 # JIB * -94 -273174
COOK COUNTY RECORDER

- 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 agents office (give new name and address, including county below).
- d) Change in the address of the office at which the records required by Section 902 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 limited partnership's name (give new name below).
- g) Change in date of dissolution (give new date below).
- h) Other (give information below).

Question 5d.
800 N. Brand Blvd., Suite 300
Glendale, CA 91201
Los Angeles County

Question 5e.

Old Name	Old Business Address	New Name	New Business Address
PD Associates II, Inc	1018 Grandview Avenue Glendale, CA 91201	PD Associates II, Inc	800 N. Brand Blvd., Suite 300 Glendale, CA 91201
B. Wayne Hughes	1018 Grandview Avenue Glendale, CA 91201	B. Wayne Hughes	800 N. Brand Blvd., Suite 300 Glendale, CA 91201

Handwritten signature/initials


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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

1.	(Signature) 
	(Type or print name and title) Obren B. Green, Vice President
	(Name of General Partner if a corporation or other entity) P&E Associates II, Inc.
2.	(Signature)
	(Type or print name and title)
	(Name of General Partner if a corporation or other entity)
3.	(Signature)
	(Type or print name and title)
	(Name of General Partner if a corporation or other entity)
4.	(Signature)
	(Type or print name and title)
	(Name of General Partner if a corporation or other entity)
5.	(Signature)
	(Type or print name and title)
	(Name of General Partner if a corporation or other entity)

BUSINESS ADDRESS

1.	Number	Street
	600 N. Brand Blvd, Suite 300	
		City/Town Glendale
	State	Zip Code
	CA	91203
2.	Number	Street
		City/Town
	State	Zip Code
3.	Number	Street
		City/Town
	State	Zip Code
4.	Number	Street
		City/Town
	State	Zip Code
5.	Number	Street
		City/Town
	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



PSMCC-CLEARING ACCOUNT
DEPT. AP
P.O. BOX 26026
GLENDALE, CA 91201-6026

PA 073256