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Form LP-202
(Rev. Jan. 1995)

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COOK COUNTY RECORDER

5007905 5051L 10/03/95
25.00 FF 0000082493 FILED

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)

- Limited partnership's name: EIP VII Limited Partnership
- File number assigned by the Secretary of State: 5007905
- Federal Employer Identification Number (F.E.I.N.): 36-3930593
- The certificate of limited partnership is amended as follows:
(Check all applicable changes)
(Address changes P.O. Box alone and c/o are unacceptable)

- 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).
d) and e) 414 North Orleans
Suite 710
Chicago, Illinois 60610 Cook

If additional space is needed, it must be continued on the reverse side and/or in the same format on a plain white 8 1/2" x 11" sheet, which must be stapled to this form.

237
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3007905 SOSIL 10/03/95
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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

Signature *Jeffrey S. Flowe*

Type or print name and title _____
Jeffrey S. Flowe, President

Name of General Partner if a corporation or
other entity Centau Corp.

Signature _____

Type or print name and title _____

Name of General Partner if a corporation or
other entity _____

Signature _____

Type or print name and title _____

Name of General Partner if a corporation or
other entity _____

BUSINESS ADDRESS

Number/Street 414 North Orleans, Suite 710

City/town Chicago

State Illinois Zip Code 60610

Number/Street _____

City/town _____

State _____ Zip Code _____

Number/Street _____

City/town _____

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.)

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 357, Howlett Building
Springfield, Illinois 62756
Telephone: (217) 785-8960

3007905