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Form LP 202
(Rev. Jan. 1985)

36-465344

Filing Fee \$25

SUBMIT IN DUPLICATE!

DEPT-01 RECORDING 125.50
T#7777 TRAN 4420 06/18/96 09:18:00
#0633 # RH *-96-465344
COOK COUNTY RECORDER

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: Entre Nous Limited Partnership
- File number assigned by the Secretary of State: 5001848
- Federal Employer Identification Number (F.E.I.N.): 36-3647029
- 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).

SEE ATTACHED SHEET

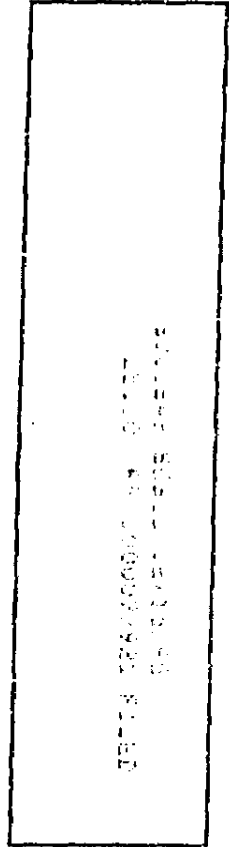
If additional space is needed, it must be continued on the reverse side and/or in the same format on a plain white 8 1/2" x 11" sheet, which must be stapled to this form.

SEE ATTACHED SHEET

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 *William W. Higginson*

Type or print name and title William W. Higginson,
President

Name of General Partner if a corporation or
other entity Investment Management Corporation

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 One East Superior Street, Suite 60A

City/town Chicago

State Illinois Zip Code 60611

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

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**ATTACHED SHEET TO
CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF LIMITED PARTNERSHIP OF
ENTRE NOUS LIMITED PARTNERSHIP**

a) New general partner:

Investment Management Corporation
One East Superior Street
Suite 604
Chicago, Illinois 60611

b) Withdrawing general partner:

Peoples Development Corporation
1724 West Jonquil Terrace
Chicago, Illinois 60626

c) Name and address of new registered agent:

Jeffrey Kuta
Holleb & Coff
55 East Monroe Street
Suite 4100
Chicago, Illinois 60603
Cook County

d) New address of the office at which the records required by Section 201 of the Act are kept:

One East Superior Street
Suite 604
Chicago, Illinois 60611
Cook County

i) Other:

After the withdrawal of the withdrawing general partner, all partners have agreed in writing to continue the business of the limited partnership under Section 801 of the Act.

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Return to:
Baileb & Coff
200 State Street
St. E. Monroe
Chicago, IL 60603

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