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COUNTY CLERK
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Recording Requested By:

KOUNS, MARSHALL,
QUINLIVAN & SEVERSON

When Recorded, Return To:

Kathleen S. Lindstrom
KOUNS, MARSHALL,
QUINLIVAN & SEVERSON
Attorneys at Law
1922 The Alameda, Suite 310
San Jose, CA 95126

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OF	

FIRST AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
JEROME - LINCOLN FARM ASSOCIATES

The Certificate of Limited Partnership of Jerome - Lincoln Farm Associates, a California limited partnership, recorded on July 21, 1982, as document number 7419325, in Book G915, page 305, of the Official Records of Santa Clara County Recorder, is hereby amended pursuant to Sections 15524 and 15525 of the California Corporations Code as follows:

Exhibit "A" to the Certificate of Limited Partnership of Jerome - Lincoln Farm Associates is hereby deleted and a new Exhibit "A" to the Certificate of Limited Partnership of Jerome - Lincoln Farm Associates, attached hereto, is hereby substituted in its place.

General Partner:

TECHNICAL EQUITIES CORPORATION

By:

Its:

John S. Lundy
VICE PRESIDENT

LIMITED PARTNERS

Frederick J. Collins
 FREDERICK J. COLLINS

Mary Jane Collins
 MARY JANE COLLINS

By: *Joel S. Baylson*
 JOEL S. BAYLSON
 Vice President
 Technical Equities Corporation
 Attorney in Fact

By: *Joel S. Baylson*
 JOEL S. BAYLSON
 Vice President
 Technical Equities Corporation
 Attorney in Fact

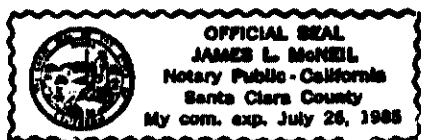
TECHNICAL EQUITIES CORPORATION

By: *John A. Lindberg*
 Its: VICE PRESIDENT

STATE OF CALIFORNIA)
 COUNTY OF SANTA CLARA) ss

On this 29th day of December, 1982, before me, the undersigned, a Notary Public, State of California, duly commissioned and sworn, personally appeared John A. Lindberg known to me on the basis of satisfactory evidence to be the vice president of the corporation described in and that executed the within instrument and also known to me to be the person who executed the within instrument on behalf of the corporation therein named, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the County of Santa Clara, the day and year in this certificate first above written.



James L. McNeil
 Notary Public, State of California

CERTIFICATE OF LIMITED PARTNERSHIP

~~X~~ Joan Manning
~~JOAN MANNING~~ ~~REPRESENTATIVE~~
 BY JOAN MANNING, TRUSTEE

(Signature)

(Type or Print Name)

(Signature)

(Type or Print Name)

STATE OF CALIFORNIA)
) SS
 COUNTY OF _____)

Individual

On this _____ day of _____, 1982, before me, the undersigned, a Notary Public, State of California duly commissioned and sworn, personally appeared _____, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the County of _____, the day and year in this certificate first above written.

 Notary Public, State of California

STATE OF CALIFORNIA)
) SS
 COUNTY OF _____)

Joint

On this _____ day of _____, 1982, before me the undersigned, a Notary Public, State of California, duly commissioned and sworn, personally appeared _____, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the County of _____, the day and year in this certificate first above written.

 Notary Public, State of California

STATE OF Hawaii)
) SS
 COUNTY OF Mauai)

Corporate or Trust

On this 29 day of November, 1982, before me, the undersigned, a Notary Public, State of ~~California~~, duly commissioned and sworn, personally appeared Joan Manning known to me to be the Joan Manning ~~Representative~~ of the (corporation/trust) that executed the within instrument and acknowledged to me that she executed the same on its behalf.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the County of Mauai, the day and year in this certificate first above written.

Linda Lamada
 Notary Public

SIGNATURE PAGE FOR

CERTIFICATE OF LIMITED PARTNERSHIP

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Glenn E. Penister
GLENN E. PENISTER

(Signature)
(Type or Print Name)

Mary L. Penister
MARY L. PENISTER

(Signature)
(Type or Print Name)

STATE OF CALIFORNIA)
) SS
COUNTY OF _____)

Individual

On this _____ day of _____, 1982, before me, the undersigned, a Notary Public, State of California duly commissioned and sworn, personally appeared _____, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the County of _____, the day and year in this certificate first above written.

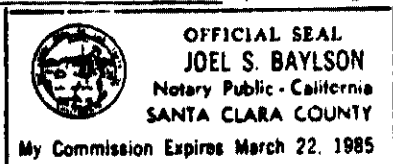
Notary Public, State of California

STATE OF CALIFORNIA)
) SS
COUNTY OF SANTA CLARA)

Joint

On this 27th day of JULY, 1982, before me the undersigned, a Notary Public, State of California, duly commissioned and sworn, personally appeared GLENN & MARY PENISTER, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the County of SANTA CLARA, the day and year in this certificate first above written.



Joel S. Baylson
Notary Public, State of California

STATE OF CALIFORNIA)
) SS
COUNTY OF _____)

Corporate or Trust

On this _____ day of _____, 1982, before me, the undersigned, a Notary Public, State of California, duly commissioned and sworn, personally appeared _____ known to me to be the _____ of the _____ (corporation/trust) that executed the within instrument and acknowledged to me that he executed the same on its behalf.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the County of _____, the day and year in this certificate first above written.

Notary Public, State of California

**SIGNATURE PAGE FOR
CERTIFICATE OF PARTNERSHIP**

H237 PAGE 97

Robert Van Noorden (Signature)
ROBERT VAN NOORDEN (Type or Print Name)

Renée Van Noorden (Signature)
RENEE F. VAN NOORDEN (Type or Print Name)

STATE OF CALIFORNIA)
) ss
COUNTY OF _____)

Individual

On this _____ day of _____, 1982, before me, the undersigned, a Notary Public, State of California, duly commissioned and sworn, personally appeared _____, known to me to be the person whose name is subscribed to the within instrument and acknowledge to me that ___he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the County of _____, The day and year in this certificate first above written.

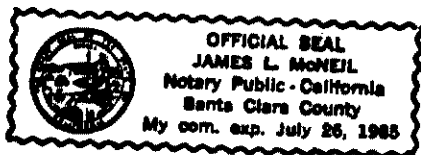
Notary Public, State of California

STATE OF CALIFORNIA.)
COUNTY OF *San Jose*) ss

Joint

On this *21st* day of *December*, 1982, before me the undersigned, a Notary Public, State of California, duly commissioned and sworn, personally appeared *ROBERT & RENEE Van Noorden* and instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the County of *San Jose*, the day and year in this certificate first above written.



STATE OF CALIFORNIA)
COUNTY OF _____) ss

James L. McNeil
Notary Public, State of California

Corporate or Trust

On this _____ day of _____, 1982, before me, the undersigned, a Notary Public, State of California, duly commissioned and sworn, personally appeared _____, known to me to be the _____ of the (corporation/trust) that executed the within instrument and acknowledged to me that ___he executed the same on its behalf.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the County of _____, the day and year in this certificate first above written.

Notary Public, State of California

SIGNATURE PAGE FOR

CERTIFICATE OF LIMITED PARTNERSHIP

H237 PAGE 98

Michael A. Witt

(Signature)

MICHAEL A. WITT (Type or Print Name)

(Signature)

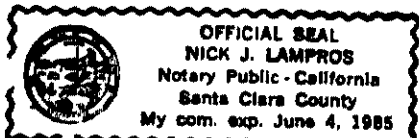
(Type or Print Name)

STATE OF CALIFORNIA)
COUNTY OF SANTA CLARA) SS

Individual

On this 29TH day of AUGUST, 1982, before me, the undersigned, a Notary Public, State of California duly commissioned and sworn, personally appeared MICHAEL A. WITT, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the County of _____, the day and year in this certificate first above written.



Nick J. Lampros
Notary Public, State of California

STATE OF CALIFORNIA)
COUNTY OF _____) SS

Joint

On this _____ day of _____, 1982, before me the undersigned, a Notary Public, State of California, duly commissioned and sworn, personally appeared _____, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the County of _____, the day and year in this certificate first above written.

Notary Public, State of California

STATE OF CALIFORNIA)
COUNTY OF _____) SS

Corporate or Trust

On this _____ day of _____, 1982, before me, the undersigned, a Notary Public, State of California, duly commissioned and sworn, personally appeared _____ known to me to be the _____ of the (corporation/trust) that executed the within instrument and acknowledged to me that he executed the same on its behalf.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the County of _____, the day and year in this certificate first above written.

Notary Public, State of California

SIGNATURE PAGE FOR

CERTIFICATE OF LIMITED PARTNERSHIP

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✓ *Richard Slavin*
RICHARD SLAVIN

(Signature)
 (Type or Print Name)

✓ *Sally Slavin*
SALLY SLAVIN

(Signature)
 (Type or Print Name)

STATE OF CALIFORNIA)

COUNTY OF *San Diego*)

SS

Individual

On this 30 day of *October*, 1982, before me, the undersigned, a Notary Public, State of California, duly commissioned and sworn, personally appeared *Richard & Sally Slavin*, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the County of _____, the day and year in this certificate first above written.

 Notary Public, State of California

STATE OF CALIFORNIA)

COUNTY OF *Santa Clara*)

SS

Joint

On this 30 day of OCTOBER, 1982, before me the undersigned, a Notary Public, State of California, duly commissioned and sworn, personally appeared *RICHARD & SALLY SLAVIN*, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the County of *SANTA CLARA*, the day and year in this certificate first above written.

John L. Lundy
 Notary Public, State of California

STATE OF CALIFORNIA)

COUNTY OF _____)

SS

Corporate or Trust

On this _____ day of _____, 1982, before me, the undersigned, a Notary Public, State of California, duly commissioned and sworn, personally appeared _____ known to me to be the _____ of the _____ (corporation/trust) that executed the within instrument and acknowledged to me that he executed the same on its behalf.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the County of _____, the day and year in this certificate first above written.

 Notary Public, State of California

STATE OF CALIFORNIA

COUNTY OF

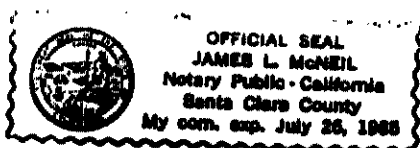
Santa Clara

) ss

11237 P9 99A

On this 23rd day of December, 1982, before me, the undersigned, a Notary Public, State of California, duly commissioned and sworn, personally appeared Joel Baylson, known to me or proved to me on the basis of satisfactory evidence to be the Vice President of Technical Equities Corporation whose name is subscribed to the within instrument as the attorney in fact of Frederick J. Collins and Mary Jane Collins as principal and his own name as attorney in fact.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the County of Santa Clara, the day and year first above written.



James L. McNeil
Notary Public, State of California

STATE OF CALIFORNIA

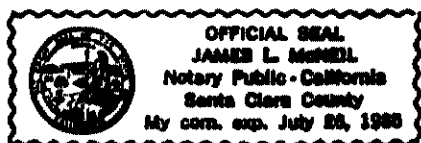
COUNTY OF

Santa Clara

) ss

On this 23rd day of December, 1982, before me, the undersigned, a Notary Public, State of California, duly commissioned and sworn, personally appeared JOHN A. LINDBERG ~~Joel Baylson~~, Vice President of Technical Equities Corporation, known to me or proved to me on the basis of satisfactory evidence to be the person who executed the within instrument on behalf of the corporation therein named, and acknowledged to me that such corporation executed the within instrument pursuant to its by-laws or a resolution of its board of directors.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the County of Santa Clara, the day and year first above written.



James L. McNeil
Notary Public, State of California

**EXHIBIT "A" TO CERTIFICATE
OF LIMITED PARTNERSHIP
OF JEROME - LINCOLN FARM ASSOCIATES**

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<u>Limited Partners</u>	<u>Contribution</u>	<u>Limited Partnership Units</u>	<u>Profit & Loss Ratio</u>
Frederick J. & Mary Jane Collins 101 Auzerais Court Los Gatos, CA 95030	\$ 18,000	6	5.94%
Joan Manning Revocable Trust 802 Front Street Lahaina, Hawaii 96761	39,000	13	12.87%
Glen & Mary Penisten 3173 Alexis Drive Palo Alto, CA 94304	198,000	66	65.34%
Richard & Sally Slaven 408 Van Buren Los Altos, CA 94022	15,000	5	4.95%
Robert & Renee Van Naarden 247 Clearview Avenue Huntingdon Valley, PA 19006	21,000	7	6.93%
Michael Witt 18 Dogwood South Irvine, CA 92715	9,000	3	2.97%
	<u>\$300,000</u>	<u>100</u>	<u>99.00%</u>
<u>General Partner</u>			
Technical Equities Corporation 1922 The Alameda San Jose, CA 95126	3,030		1.00%
	<u>\$303,030</u>		<u>100.00%</u>

