

SECOND

CERTIFICATE AMENDING CERTIFICATE PM 3 57
OF LIMITED PARTNERSHIP

OF

SECRETARY OF
STATE

ORLANE ASSOCIATES LIMITED PARTNERSHIP

The General and Limited Partners of Orlane Associates Limited Partnership, a Connecticut limited partnership (the "Partnership"), desiring to amend the Certificate of Limited Partnership of the Partnership filed in the Office of the Secretary of the State of Connecticut on February 20, 1981 (the "Certificate"), as amended by the First Certificate Amending Certificate of Limited Partnership of the Partnership filed in the Office of the Secretary of the State of Connecticut on September 30, 1982 (the "First Certificate"), do hereby certify as follows:

In order to correct certain information set forth in Exhibit A annexed to the First Certificate, the First Certificate is hereby amended as follows:

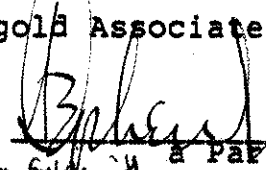
Exhibit A to the First Certificate is deleted and Exhibit A, annexed hereto, is hereby substituted in its place.

The General Partner executing this Amending Certificate has been given power of attorney by and authorized to act as attorney in fact for the Limited Partners of Orlane Associates Limited Partnership. Instruments authorizing the same are duly executed and on file at the office of the Partnership.

Except as specifically amended hereby, the Certificate, as amended, shall continue in full force and effect.

IN WITNESS WHEREOF, the undersigned, a Partner of Chadgold Associates, has hereunto executed this Amending Certificate as of the 17th day of November, 1982, and affirms, under the penalties of false statement, that the statements contained herein are true.

Chadgold Associates

By: 
Stephen Goldsmith, a Partner

On behalf of Chadgold Associates
and as attorney in fact for
all of the Limited Partners
named in Exhibit A, annexed
hereto (pursuant to powers of
attorney, copies of which
powers of attorney are on file
at the office of the
Partnership).

(Next page is Exhibit A)

EXHIBIT A

ORLANE ASSOCIATES LIMITED PARTNERSHIP

PAGE 1 OF 9

NAMES	PLACE OF RESIDENCE AND BUSINESS RESPECTIVELY	CASH	NOTES	TOTAL CONTRIBUTIONS
<u>GENERAL PARTNER</u>				
Chadgold Associates	c/o Integrated Resources, Inc. 666 Third Avenue New York, New York 10017	---	35,200.00	35,200.00
<u>LIMITED PARTNERS</u>				
Andrews Giles J.	1530 Belvedere Beaumont, Texas 77706 Giles J. Andrews, M.D., P.A. 2929 Calder, #105 Beaumont, Texas 77702	4,038.00	39,500.00	43,538.00
Benvenuto Steve	130 Shadow Ridge Road Stamford, Connecticut 06905 Integrated Resources, Inc. 666 Third Avenue New York, New York 10017	170.00	1,590.00	1,760.00
Bilbrey Gordon L.	29429 Sumpter Drive Boerne, Texas 78006 Gordon L. Bilbrey, M.D., P.A. 7540 Louis Pasteur San Antonio, Texas 78229	16,152.00	158,000.00	174,152.00
Booker James H.	885 Brandywine Beaumont, Texas 77706 Hydro Engineering, Inc. P.O. Box 1027 Beaumont, Texas 77704	4,038.00	39,500.00	43,538.00

EXHIBIT A

ORLANE ASSOCIATES LIMITED PARTNERSHIP

PAGE 2 OF 9

NAMES	PLACE OF RESIDENCE AND BUSINESS RESPECTIVELY	CASH	NOTES	TOTAL CONTRIBUTIONS
Bourque J. Gardiner	990 19th Street Beaumont, Texas 77706 J. Gardiner Bourque, M.D., P.A. 2929 Calder Beaumont, Texas 77702	4,038.00	39,500.00	43,538.00
Brown Sara Lou	2619 Carolina Way Houston, Texas 77005 Pest, Marwick, Mitchell & Co. 4300 One Shell Plaza Houston, Texas 77002	4,038.00	39,500.00	43,538.00
Cabanas Humberto	11433 Slash The Woodlands, Texas 77380 Woodlands Inn and Country Club 2301 North Millbend Drive The Woodlands, Texas 77380	4,038.00	39,500.00	43,538.00
Cline Bobby J.	1944 Wynn Joyce Garland, Texas 75043 Alexander & Alexander, Inc. Diamond Shamrock Tower Lock Box 8 Dallas, Texas 75201	16,152.00	158,000.00	174,152.00
Cressey William R.	Pettit & Martin 510 Texas Commerce Bank Tower Plaza of the Americas Dallas, Texas 75201	4,038.00	39,500.00	43,538.00

EXHIBIT A

ORLANE ASSOCIATES LIMITED PARTNERSHIP

PAGE 3 OF 9

NAMES	PLACE OF RESIDENCE AND BUSINESS RESPECTIVELY	CASH	NOTES	TOTAL CONTRIBUTIONS
Culp Walter Lee	2834 Parkbridge Dallas, Texas 75219 Walter L. Culp & Associates 119 Oaklawn Plaza Dallas, Texas 75207	16,152.00	158,000.00	174,152.00
Dickson Jesse H.	303 Clearview Friendswood, Texas 77546 Scoliosis Associates 6560 Fannin Suite 1902 Houston, Texas 77030	16,152.00	158,000.00	174,152.00
Ellis Vernon G.	7005 Felling Springs Road Fort Worth, Texas 76116 Fort Worth Family Practice Assoc. 8030 Highway 80 West Fort Worth, Texas 76116	16,152.00	158,000.00	174,152.00
Feldman Steven M.	25 Ridge Road Longmeadow, Massachusetts 01106 Totay Manufacturing Company, Inc. Cabot & Bigelow Streets Holyoke, Massachusetts 01040	4,038.00	39,500.00	43,538.00
George Elton	6851 Rock Road San Antonio, Texas 78229 Elton George & Co. 4300 Centerview Drive P.O. Box 28296 San Antonio, Texas 78228	4,038.00	39,500.00	43,538.00

EXHIBIT A

ORLANE ASSOCIATES LIMITED PARTNERSHIP

PAGE 4 OF 9

NAMES	PLACE OF RESIDENCE AND BUSINESS RESPECTIVELY	CASH	NOTES	TOTAL CONTRIBUTIONS
Gilbert Geoffrey M.	4361 Livingston Dallas, Texas 75205 Ernst & Whinney 2700 LTV Tower Dallas, Texas 75201	4,038.00	39,500.00	43,538.00
Goldband Shefford S.	247 Crestview Circle Longmeadow, Massachusetts 01106 Totsy Manufacturing Company Inc. Cabot & Bigelow Streets Holyoke, Massachusetts 01040	4,038.00	39,500.00	43,538.00
Harrison Joe B.	4523 Park Lane Dallas, Texas 75220 Gardere & Wynne 717 North Harwood 1500 Diamond Shamrock Tower Dallas, Texas 75201	8,076.00	79,000.00	87,076.00
Heaton Gary Lee	1707 Grand Valley Houston, Texas 77090 FH 1960 Pediatric Center, P.A. 17115 Red Oak Suite 100 Houston, Texas 77090	8,076.00	79,000.00	87,076.00
Holly James L.	1130 Thomas Road Beaumont, Texas 77706 James L. Holly, M.D. James L. Holly, M.D., P.A. 550 North 10th Beaumont, Texas 77702	4,038.00	39,500.00	43,538.00

EXHIBIT A

ORLANE ASSOCIATES LIMITED PARTNERSHIP

PAGE 5 OF 9

NAIES	PLACE OF RESIDENCE AND BUSINESS RESPECTIVELY	CASH	NOTES	TOTAL CONTRIBUTIONS
Horton Douglas L.	875 Ascot Circle Beaumont, Texas 77706 Douglas L. Horton, M.D., P.A. 3150 Medical Center Drive Beaumont, Texas 77701	4,038.00	39,500.00	43,538.00
Isaac Peter C.	Eastex Medical Laboratory, P.A. 2780 Eastex Freeway Beaumont, Texas 77703	4,038.00	39,500.00	43,538.00
Johnson Charles R.	6511 Lafayette Dallas, Texas 75230 Pettit & Martin 510 Texas Commerce Bank Tower LB 183 Dallas, Texas 75201	4,038.00	39,500.00	43,538.00
Johnson Glenn H.	12118 Broken Bough Houston, Texas 77024 Johnson, Wurzer & Westmoreland 2200 Post Oak Blvd. Suite 70 Houston, Texas 77056	4,038.00	39,500.00	43,538.00
Kant Andrew P.	10503 East Wildwind Woodlands, Texas 77380 Kent, Stuart & Fitzgerald Orthopedic Associates P.A. 17323 Red Oak Road Houston, Texas 77090	16,152.00	158,000.00	174,152.00

EXHIBIT A

ORLANE ASSOCIATES LIMITED PARTNERSHIP

PAGE 6 OF 9

NAMES	PLACE OF RESIDENCE AND BUSINESS RESPECTIVELY	CASH	NOTES	TOTAL CONTRIBUTIONS
Lind Thomas O.	1126 Octavia Street New Orleans, Louisiana 70115 Ingram Corporation 4100 One Shell Square New Orleans, Louisiana 70139	4,038.00	39,500.00	43,538.00
Mattson Edward E.	2607 Kaiser Drive San Antonio, Texas 78222 Gill Savings & Loan 1615 Soledad P.O. Box 599 San Antonio, Texas 78292	16,152.00	158,000.00	174,152.00
Miller Shelley	5302 Rutherglenn Houston, Texas 77096 Miller Enterprises, Inc. 6065 Hillcraft #209 Houston, Texas 77081	8,076.00	79,000.00	87,076.00
Moye Jerry W.	1410 Sweet Grass Trail Houston, Texas 77090 FM 1960 Pediatric Center, P.A. 17115 Red Oak Drive #109 Houston, Texas 77090	8,076.00	79,000.00	87,076.00
Padon M. F.	5321 Longmont Houston, Texas 77056 Comiskey, Kaufman & Padon Three Riverway Houston, Texas 77056	4,038.00	39,500.00	43,538.00

EXHIBIT A

NAMES	PLACE OF RESIDENCE AND BUSINESS RESPECTIVELY	CASH	NOTES	TOTAL CONTRIBUTIONS
Riesz Peter B.	6120 Country Club Drive Victoria, Texas 77904 Bickford & Riesz Associates 1501-D North DeLeon Victoria, Texas 77901	8,076.00	79,000.00	87,076.00
Ross James U.	8005 Oak Star San Antonio, Texas 78229 James U. Ross, C.P.A. 4203 Gardendale San Antonio, Texas 78229	4,038.00	39,500.00	43,538.00
Smith, Jr. Frank F.	5733 Shady River Houston, Texas 77057 Vinson & Elkins First City Tower Houston, Texas 77002	4,038.00	39,500.00	43,538.00
Smith Thomas H.	4630 Coolidge Beaumont, Texas 77706 Drs. Wallace, Shuffield, McNeil, Smith, Taylor and Associates 3650 Laurel Beaumont, Texas 77707	4,038.00	39,500.00	43,538.00
Spangler H. B.	4433 Clayhead Road Richmond, Texas 77469 H. B. Spangler, H.D., P.A. 5556 Gasmer Houston, Texas 77035	8,076.00	79,000.00	87,076.00

EXHIBIT A

NAMES	PLACE OF RESIDENCE AND BUSINESS RESPECTIVELY	CASH	NOTES	TOTAL CONTRIBUTIONS
Squires Daniel T.	7480 Northwest 10th Court Plantation, Florida 33313	8,076.00	79,000.00	87,076.00
	Gould S.E.C. Computer Systems Division 6901 West Sunrise Blvd. Fort Lauderdale, Florida 33317			
Steinberg Blaine A.	5719 Antares Court Dallas, Texas 75252	4,038.00	39,500.00	43,538.00
	The Wil-Me Oil Corp. 250 Decker Drive Irving, Texas 75062			
Steinmann Kurt	P.O. Box 535 Brookshire, Texas 77423	8,076.00	79,000.00	87,076.00
	Bocaccio II 1211 Barkdull Houston, Texas 77006			
Tortora Michael	191 Karen Lee Road Glastonbury, Connecticut 06033	4,038.00	39,500.00	43,538.00
	Aseltine & DeMaio 283 Collins Street Hartford, Connecticut 06103			
Travis B. J.	345 Mayhaw Street Vidor, Texas 77662	8,076.00	79,000.00	87,076.00
	Hydro Engineering Co. P.O. Box 1027 Besumont, Texas 77704			
Walker John R.	6040 Country Club Drive Victoria, Texas 77904	4,038.00	39,500.00	43,538.00

EXHIBIT A

ORLANE ASSOCIATES LIMITED PARTNERSHIP

PAGE 9 OF 9

NAMES	PLACE OF RESIDENCE AND BUSINESS RESPECTIVELY	CASH	NOTES	TOTAL CONTRIBUTIONS
Watson Stuart D.	48 Ironwood Road West Hartford, Connecticut 06117	16,152.00	158,000.00	174,152.00
	Heublein Inc. Munson Road Farmington, Connecticut 06032			
White William H.	4605 Kelly Elliott Arlington, Texas 76016	16,152.00	158,000.00	174,152.00
	United Sales & Warehouse of Texas, Inc. 7133 Burns Fort Worth, Texas 76118			
Wright R. Earle	311 Paul Revere Drive Houston, Texas 77024	8,076.00	79,000.00	87,076.00
	Texaco 1111 Rusk Street Houston, Texas 77052			
Wurzer Harvin A.	15802 Jersey Drive Houston, Texas 77040	74,038.00	39,500.00	43,538.00
	Johnson, Wurzer & Westmoreland 2200 Post Oak Blvd. Houston, Texas 77056			
		<u>323,210.00</u>	<u>3,196,790.00</u>	<u>3,520,000.00</u>
				<u>100.0%</u>

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS:

Subscribed and sworn to before me this 17th day of November, 1982, by *Stephen Goldsmith*, a Partner of CHADGOLD ASSOCIATES, a Connecticut partnership, on behalf of CHADGOLD ASSOCIATES and on behalf of each Limited Partner named in the foregoing instrument.

Tracy J. Myers
Notary Public

[Notarial Seal]

TRACY J. MYERS
NOTARY PUBLIC, State of New York
No. 41-4749821
Qualified in Queens County
Commission Expires March 30, 1983

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.:

On this the 17th day of November, 1982, before me, *Tracy J. Myers*, the undersigned officer, personally appeared *Stephen Goldsmith*, who acknowledged himself to

Form 61-58

State of Connecticut }
OFFICE OF SECRETARY OF THE STATE } SS. HARTFORD.

I hereby certify that the foregoing is a true copy of record in this office

IN TESTIMONY WHEREOF, I have hereunto set my
hand, and affixed the Seal of said State, at
Hartford, this 23rd day
of November A.D., 19 82

Maura C. Melley
Secretary of the State