

*The May Organization, Inc.*

#97956  
*Chg Directors*

Notwithstanding the foregoing, any indemnification of the Board of Directors by the Corporation as a result of the foregoing, shall be fully subordinated to any obligations respecting the Limited partnership or the Limited Partnership Property and shall not constitute a claim against the Corporation in the event that cash flow of the Corporation is insufficient to pay such obligations.

AMENDMENT ARTICLE III

Amendment

The foregoing amendments adopted by the Shareholders and the Board of Directors is to (i) limited the Corporation's purposes and powers, and (ii) subordinate the indemnity obligations, if any, of the Corporation to its Board of Directors to the lien of any mortgage which encumbers the Limited Partnership Property.

AMENDMENT ARTICLE IV

Date of Adoption of Amendment

The date of the adoption of the Amendments described in Amendment Articles I and II, above, is September 26, 1996.

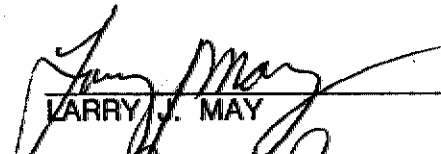
AMENDMENT ARTICLE IV


Shares

The number of shares of the Corporation which are outstanding is 1,000, all of which shares are entitled to vote on the above amendment. Of said shares, 1,000 were voted in favor of the foregoing amendment, representing a majority of the shares entitled to vote thereon.

DATED as of the 26th day of September, 1996.

BOARD OF DIRECTORS:

  
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LARRY J. MAY

  
\_\_\_\_\_  
WILLIAM D. McREYNOLDS