

FIRST
CERTIFICATE AMENDING CERTIFICATE 56

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") do hereby certify that the Certificate is hereby amended as follows:

1. Paragraph 2 of the Certificate is deleted and the following is hereby substituted in its place:

"2. The general character of the business of the Partnership is the acquisition, construction, operation, management, financing, selling, leasing or other disposition of interests in three separate parcels of land located in Perris, California; Boise, Idaho and Jefferson City, Missouri and the building or buildings and related improvements located or to be located on each such parcel of land (such land, buildings and improvements are hereinafter collectively referred to as the "Properties")."

2. Paragraph 4 of the Certificate is deleted and the following is hereby substituted in its place:

"4. The name, place of residence (in the case of individual Partners) and place of business of each Partner, General and Limited Partners being respectively designated, are set forth in Exhibit A, annexed hereto."

3. Paragraph 5 of the Certificate is deleted and the following is hereby substituted in its place:

"5. The contribution of each Partner is the amount set forth under the heading entitled "Total Contributions", in Exhibit A annexed hereto, and is payable in cash in the amount set forth in Exhibit A, and in installments evidenced by promissory notes in the face amount and having the agreed value set forth in Exhibit A."

4. Paragraph 6 of the Certificate is deleted and the following is hereby substituted in its place:

"6. No partner shall be required or obligated to make any further contribution, except as provided in Paragraph 5 and except that the total contribution of each Partner may be increased or decreased (but in no event shall such increase be greater than 10% of the Partner's total contribution) by reason of a variation in the anticipated cost of construction and acquisition of the Properties and in the anticipated interest accrued on the notes issued by the Partnership in connection with the interim and construction financing of the Properties."

5. Paragraph 9(d) of the Certificate is deleted and the following is hereby substituted in its place:

"(d) For purposes of paragraphs (b) and 9(c), the percentage of all allocations of income, gains, losses, deductions, credits and of all distributions (including distributions in liquidation and in return of capital) to be received by each respective Partner is the percentage determined by dividing the total contribution of each such Partner by the total contributions of all Partners."

6. Paragraph 9(e)(iv) of the Certificate, as amended, is amended by deleting therefrom the words and numbers "paragraphs 5(a), 5(b) and 6" and by substituting therefor "paragraphs 5 and 6."

7. Paragraph 9(g) of the Certificate is deleted and the following is hereby substituted in its place:

"The fiscal year of the Partnership shall be the calendar year except that in any year the Partnership shall commence or terminate for federal income tax purposes, the then current fiscal year shall either begin on the date of commencement or end on the date of such termination, as the case may be. In any case each segment shall be based on calendar quarters so that segments shall end on March 31, June 30, September 30 and December 31, whether or not the fiscal year is less than twelve months."

8. Paragraph 10 of the Certificate is deleted and the following is hereby substituted in its place:

"10. The Partnership shall be dissolved and its affairs wound up upon the earliest of: (a) December 31, 2070; (b) the sale or other disposition of all of the Property, unless the Partnership takes back a mortgage or other security device with respect to any part of the Property in connection with such sale; (c) a determination by the General Partner, concurred in by the unanimous written consent of the Limited Partners to dissolve the Partnership; (d) subject to the right set forth in paragraph 11 below, the dissolution of a General Partner other than an individual or a partnership, the dissolution of a General Partner which is a partnership which is not reconstituted, the retirement or resignation of a General Partner which is not an individual, the retirement, death, insanity or resignation of an individual General Partner or the bankruptcy or insolvency of a General Partner which is not discharged or vacated within ninety (90) days from the date thereof."

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

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.

IN WITNESS WHEREOF, the undersigned, a Partner of Chadgold Associates, has hereunto executed this Amending Certificate as of the 29th day of September, 1982, and affirms, under the penalties of false statement, that the statements contained herein are true.

Chadgold Associates

By: *Daniel N. Davis*
DANIEL N. DAVIS

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)

ORLANE ASSOCIATES LIMITED PARTNERSHIP

EXHIBIT A
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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>				
Benvenuto Steve	130 Shadow Ridge Road Stamford, Connecticut 06905	170.00	1,590.00	1,760.00
Bilbrey Gordon L.	Integrated Resources, Inc. 666 Third Avenue New York, New York 10017 29429 Sumpter Drive Boerne, Texas 78006	16,152.00	158,000.00	174,152.00
Bourque J. Gardiner	Gordon L. Bilbrey, M.D., P.A. 7540 Louis Pasteur San Antonio, Texas 78229 990 19th Street Beaumont, Texas 77706	4,038.00	39,500.00	43,538.00
Brown Sara Lou	J. Gardinar Bourque, M.D., P.A. 2929 Calder Beaumont, Texas 77702 2619 Carolina Way Houston, Texas 77005	4,038.00	39,500.00	43,538.00
	Peat, Marwick, Mitchell & Co. 4300 One Shell Plaza Houston, Texas 77002			

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NAMES	PLACE OF RESIDENCE AND BUSINESS RESPECTIVELY	CASH	NOTES	TOTAL CONTRIBUTIONS
Cabanas Humberto	11433 Slash The Woodlands, Texas 77380	4,038.00	39,500.00	43,538.00
	Woodlands Inn and Country Club 2301 North Millbend Drive The Woodlands, Texas 77380			
Cline Bobby J.	1944 Wynn Joyce Garland, Texas 75043	16,152.00	158,000.00	174,152.00
	Alexander & Alexander, Inc. Diamond Shamrock Tower Lock Box 8 Dallas, Texas 75201			
Creasey 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
Culp Walter Lee	2834 Parkbridge Dallas, Texas 75219	16,152.00	158,000.00	174,152.00
	Walter L. Culp & Associates 119 Oaklawn Plaza Dallas, Texas 75207			
Dickson Jesse H.	303 Clearview Friendswood, Texas 77546	16,152.00	158,000.00	174,152.00
	Scoliosis Associates 6560 Fannin Suite 1902 Houston, Texas 77030			

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NAMES	PLACE OF RESIDENCE AND BUSINESS RESPECTIVELY	CASH	NOTES	TOTAL CONTRIBUTIONS
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
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 Totay 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

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NAMES	PLACE OF RESIDENCE AND BUSINESS RESPECTIVELY	CASH	NOTES	TOTAL CONTRIBUTIONS
Heaton Gary Lee	1707 Grand Valley Houston, Texas 77090 FM 1960 Pediatric Center, P.A. 17115 Red Oak Suite 100 Houston, Texas 77090	8,076.00	79,000.00	87,076.00
Issac 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, Wurrer & 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

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NAMES	PLACE OF RESIDENCE AND BUSINESS RESPECTIVELY	CASH	NOTES	TOTAL CONTRIBUTIONS
Lind Thomas O.	1126 Octavia Street New Orleans, Louisiana 70115	4,038.00	39,500.00	43,538.00
	Ingram Corporation 4100 One Shell Square New Orleans, Louisiana 70139			
Mattson Edward E.	2607 Kaiser Drive San Antonio, Texas 78222	16,152.00	158,000.00	174,152.00
	Gill Savings & Loan 1615 Soledad P.O. Box 599 San Antonio, Texas 78292			
Padon M. F.	5321 Longmont Houston, Texas 77056	4,038.00	39,500.00	43,538.00
	Comiskey, Kaufman & Padon Three Riverway Houston, Texas 77056			
Riesz Peter B.	6120 Country Club Drive Victoria, Texas 77904	8,076.00	79,000.00	87,076.00
	Bickford & Riesz Associates 1501-D North Deleon Victoria, Texas 77901			
Ross James U.	8005 Oak Star San Antonio, Texas 78229	4,038.00	39,500.00	43,538.00
	James U. Ross, C.P.A. 4203 Gardendale San Antonio, Texas 78229			

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NAMES	PLACE OF RESIDENCE AND BUSINESS RESPECTIVELY	CASH	NOTES	TOTAL CONTRIBUTIONS
Smith Thomas M.	4630 Coolidge Beaumont, Texas 77706	4,038.00	39,500.00	43,538.00
	Drs. Wallace, Shuffield, McNeil, Smith, Taylor and Associates 3650 Laurel Beaumont, Texas 77707			
Spangler H. B.	4433 Clayhead Road Richmond, Texas 77469	8,076.00	79,000.00	87,076.00
	H. B. Spangler, M.D., P.A. 5556 Gasmer Houston, Texas 77035			
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
	Axeltine & DeMaio 283 Collins Street Hartford, Connecticut 06105			

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NAMES	PLACE OF RESIDENCE AND BUSINESS RESPECTIVELY	CASH	NOTES	TOTAL CONTRIBUTIONS
Travis B. J.	345 Mayhaw Street Vidor, Texas 77662 Hydro Engineering Co. P.O. Box 1027 Beaumont, Texas 77704	8,076.00	79,000.00	87,076.00
Walker John R.	6040 Country Club Drive Victoria, Texas 77904	4,038.00	39,500.00	43,538.00
Watson Stuart D.	48 Ironwood Road West Hartford, Connecticut 06117 Heublein Inc. Munson Road Farmington, Connecticut 06032	16,152.00	158,000.00	174,152.00
White William H.	4605 Kelly Elliott Arlington, Texas 76016 United Sales & Warehouse of Texas, Inc. 7133 Burns Fort Worth, Texas 76118	16,152.00	158,000.00	174,152.00
Wright R. Earle	311 Paul Revere Drive Houston, Texas 77024 Texaco 1111 Rusk Street Houston, Texas 77052	8,076.00	79,000.00	87,076.00
Wurzer Harvin A.	15802 Jersey Drive Houston, Texas 77040 Johnson, Wurzer & Westmoreland 2200 Post Oak Blvd. Houston, Texas 77056	4,038.00	39,500.00	43,538.00
Smith, Frank F., Jr.	5733 Shady River Houston, Texas 77057 Vinson & Elkins First City Tower Houston, Texas 77002	4,038.00	39,500.00	43,538.00
Miller Shelley	5302 Rutherglenn Houston, Texas 77096	8,076.00	79,000.00	87,076.00

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

Subscribed and sworn to before me this 29th day of
September, 1982, by Daniel Davis, 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.


Notary Public

BARBARA A. BRITTON
NOTARY PUBLIC, State of New York
No. 41-4736385
Qualified in Queens County
Commission Expires March 30, 1983

(Notarial Seal)

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

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 1st day
of October A.D., 1982


Secretary of the State