

SECRETARY OF STATE

AFTER RECORDING, PLEASE RETURN TO:

Ofelia M. Mayo, Legal Department
THE LANDSING CORPORATION
800 El Camino Real, Suite 400
Menlo Park, CA 94025

SECOND AMENDMENT TO THE
CERTIFICATE OF LIMITED PARTNERSHIP OF
LANDSING REALTY PARTNERS

The Certificate of Limited Partnership of LANDSING REALTY PARTNERS, a limited partnership, recorded on July 9, 1982, as document number 82057854, of the Official Records of the Recorder of the Redwood City, San Mateo County of the State of California is amended under sections 15524 and 15525 of the California Corporations Code as follows:

The attached Schedule A, which sets forth the names, addresses and capital contributions of the May Limited Partners of Landsing Realty Partners as of June 1st, 1983, is incorporated herein by reference.

IN WITNESS WHEREOF, the parties to this amendment have executed this Second Amendment to the Certificate of Limited Partnership.

Executed in Menlo Park this 30th day of June, 1983.

GENERAL PARTNER:

LANDSING PARTNERS,
a California General Partnership

BY: THE LANDSING CORPORATION
(formerly LANDSING PROPERTIES),
a California Corporation,
General Partner

By: 

Gary K. Eyr
President

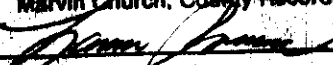
LIMITED PARTNERS

Bates, Jean Gorman, Trustee
Blake, Jr., Avery F. and Judith A.
Boero, Roger P.
Bylund, Gary L. and Jacelyn O.
Cawley, Frank T. and Erika K.
Cho, Colin S. and Kathleen Dore
Conrad, Michael V.
Cook William J. and Betty A.
Courin, James R.
Davenport, III, Joseph H.
Dean, Helen H.

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When Embossed this is certified to be a true copy of
the records of the San Mateo County Clerk Recorder

AUG 9 1983
Marvin Church, County Recorder

By: 

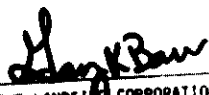
754143667315

Falk, Sig
 Fenske, Charles H.
 Forbes, J.D. Trust
 Fox, Stephen L.
 Frazier, Leon George
 Garrett, J. Max and Jean A.
 Georges, John L.
 Giambone, Richard and Sandra
 Gieger, Hollis M. and Johnie W.
 Gilbert, Howard D.
 Gillespie, III, William F.
 Golomb, M.D., Herbert S.
 Gregg, Dorothy M.
 Harkenschiel, Tom
 Hartford, Arthur F. and Helen L.
 Hatcher, Frances S.
 Hayes, Steven S.
 Holcomb, Geraldine
 Holstrom, Robert W. P.
 Howell, Margaret Louise
 Ivester, Morgan Lee and Frances C.
 Jones, Larry D. and Judith E.
 Kaye, Robert L. and Ruth C.
 Keener, Donald F. and Evelyn F.
 Kelley, Dewitt M.
 Kretschmer, Warner and Regina
 Kupelnick, Allan I. and Diane L.
 Ledoux, Jeanne L.
 Little, Duard H.
 Lowe, Jonathan W. and Joyce Bihary
 Lowe, Rolland C.
 Lyman, C. Bradley and Linley M.
 Lyon, Fred A., Trustee
 Merriam, Mylon and Ida C.
 Miller, Debra Lynn
 Miller, Guy N.
 Miller, Harold M.
 Miller, Mark T.
 Millett, Faye E.
 Moretti, Robert L.
 Murphy, III, N. B.
 Nolte, Heinz
 O'Donnell, Ashton J. and Virginia G.
 Peach, Robert M.
 Perkinson, Jr., Baxter W.
 Polk, Dean M.
 Pucci, Stephen W. and Mary Virginia
 Pucci, Teresa J.
 Reeves, Jr., Charles M.
 Richardson, Wayne H. and Joan K.
 Rust, John W., Trustee
 Schell, George R.

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Schindler, Fred Steward and Donna D. Trucsdell
Seltz, Harry
Sherrill, Jean A.
Strass, M. M. Family Trust
Stribling, IV, William L.
Timberlake, Elizabeth D.
Tolma, Olga M., Trustee
Trapnell, John R.
Weber, Jr., Jardy
White, Jeff V. and Rosalyn H.
Wood, III, John E.
Wood, Ruth B.

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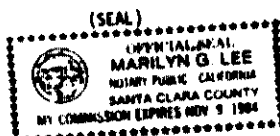
By: 
THE LANDSING CORPORATION
a California corporation,
by Gary K. Barr, President, as
Attorney-in-Fact for the Limited
Partners of LANDSING REALTY PARTNERS

STATE OF CALIFORNIA }
COUNTY OF SAN MATEO } SS.

83067315

On June 30, 1983, before me, the undersigned, a Notary Public in and for said State, personally appeared GARY K. BART, known to me to be the President of THE LANDSING CORPORATION, the corporation that executed the within instrument and known to me to be the persons who executed the within instrument on behalf of said corporation, said corporation being known to me to be one of the partners of LANDSING PARTNERS, such California General Partnership being a General Partner of LANDSING REALTY PARTNERS, the partnership that executed the within instrument, and acknowledged to me that such corporation executed the same as such partner and that such partnership executed the same.

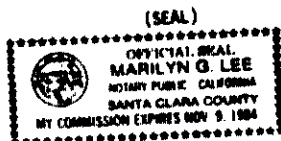
WITNESS my hand and official seal.



Marilyn G. Lee
Marilyn G. Lee
Notary Public for the State of California
My Commission Expires: November 9, 1984

STATE OF CALIFORNIA }
COUNTY OF SAN MATEO } SS.

On this 30th day of June, 1983, before me personally appeared Gary K. Barr, known by me to be the President of THE LANDSING CORPORATION, which is known by me to be the Attorney-in-Fact for the Limited Partners of LANDSING REALTY PARTNERS, and acknowledged that as Attorney-in-Fact for the Limited Partners of LANDSING REALTY PARTNERS, he subscribed the name of the Limited Partners thereto as principals and his own name as Attorney-in-Fact, and that as President of THE LANDSING CORPORATION, he subscribed his name to the within instrument.



Marilyn G. Lee
Marilyn G. Lee
Notary Public for the State of California
My Commission Expires: November 9, 1984

SCHEDULE A - MAY LIMITED PARTNERS FOR L.R.P.

AVERY P BLAKE JR 1001 N. A. BLAKE SAN CARLOS CA	94070	JOINT TENANTS	06/01/83	30,000
GARY L NYLUND 1834 N. O. NYLUND BELLEVUE WA	98006	COMMUNITY PROPERTY	06/01/83	25,000
FRANK T CAMELY 1001 N. CAMELY LAUREL MD	21502	COMMUNITY PROPERTY	06/01/83	25,000
COLIN S CHO 1001 N. S. CHO PALO ALTO CA	94301	JOINT TENANTS	06/01/83	25,000
LILLIAN J COOK 1001 N. COOK HOWARD CA	94947	INDIVIDUAL OWNERSHIP	06/01/83	40,000
WILLIAM H DEAN 1001 N. DEAN LOUISVILLE KY	40205	INDIVIDUAL OWNERSHIP	06/01/83	50,000
LEON GEORGE FRAZIER 1001 N. FRAZIER HERNDON NC	27536	JOINT TENANTS	06/01/83	25,000
J PAUL GARRETT 1001 N. GARRETT ELIZABETH NJ	28697	INDIVIDUAL OWNERSHIP	06/01/83	25,000
FRANCES S HATCHER 1001 N. HATCHER VALLEJO CA	31601	INDIVIDUAL OWNERSHIP	06/01/83	25,000
GERALDINE HOLCOMB 1001 N. HOLCOMB SAN RAFAEL CA	94903	INDIVIDUAL OWNERSHIP	06/01/83	50,000
MARGARET LOUISE HOWELL 1001 N. HOWELL ATLANTA GA	30327	JOINT TENANTS	06/01/83	25,000
MARGARET LTP INVESTOR FRANCES C INVESTOR LAUREL MD	28090	JOINT TENANTS	06/01/83	25,000
LARRY D JONES 1001 N. JONES LAUREL MD	47904	JOINT TENANTS	06/01/83	25,000
ROBERT L HAVE 1001 N. HAVE CHARGE CT	06477	PARTIAL SEP PROPERTY	06/01/83	25,000
DEWITT W KELLEY 1001 N. KELLEY AGATE PARK CA	94025	JOINT TENANTS	06/01/83	25,000
ALLAN I KUPPLNICK 1001 N. KUPPLNICK ATLANTA GA	02146			

RECORDING OFFICE SAN MATEO COUNTY

JEANNE A. LEOHIE 21210	INDIVIDUAL OWNERSHIP	06/01/83	25,000
GUARD M. LITTLE 19807	INDIVIDUAL OWNERSHIP	06/01/83	25,000
JONATHAN M. LOWE 30309	JOINT TENANTS	06/01/83	25,000
HOLLAND C. LOWE 94563	COMMUNITY PROPERTY	06/01/83	25,000
MYLON MERRIAM 20008	TENANTS IN COMMON	06/01/83	50,000
DEAN P. POLIN 90040	INDIVIDUAL OWNERSHIP	06/01/83	25,000
CHARLES H. REEVES JR. 31853	INDIVIDUAL OWNERSHIP	06/01/83	25,000
MAYME H. RICHARDSON 95825	COMMUNITY PROPERTY	06/01/83	25,000
JOHN H. RUST TRUST 92024	TRUST	06/01/83	50,000
FRED STEWART SCHINDLER 21902	JOINT TENANTS	06/01/83	25,000
JEAN A. SHERRILL 27114	INDIVIDUAL OWNERSHIP	06/01/83	25,000
ELIZABETH D. TIMBERLAKE 31210	INDIVIDUAL OWNERSHIP	06/01/83	25,000
JAROV WEBER JR. 94304	INDIVIDUAL OWNERSHIP	06/01/83	25,000
JEFF V. WHITE 30305	JOINT TENANTS	06/01/83	25,000
JOHN E. WOOD III 35253	INDIVIDUAL OWNERSHIP	06/01/83	25,000
PUTN B. WOOD 30305	INDIVIDUAL OWNERSHIP	06/01/83	25,000

32 INVESTORS

REPORT TOTAL 920,000

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MP	9	83087315
LN		FORWARDED AT REQUEST OF
MP		The Landring Corp
CB/D	1	Jul 1 2 03 PM 1983
		MAHON CHARGE RECORDER
		NEW HAVEN COUNTY
		OFFICIAL RECORDS