

FIRST

CERTIFICATE AMENDING CERTIFICATE

OF LIMITED PARTNERSHIP

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OF

BRADALL ASSOCIATES LIMITED PARTNERSHIP
STATE

The General and Limited Partners of Bradall 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 October 27, 1982 (the "Certificate") do hereby certify that the Certificate, is hereby amended as follows:

1. 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."

2. Paragraph 5 of the Certificate, as amended, 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."

3. 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 hereof."

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

"(d) For purposes of paragraphs 9(b) and 9(c), the percentage of all allocations of income, gains, losses, deductions, credits and of all dis-

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tributions (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."

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

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 Bradall Associates Limited Partnership. Instruments authorizing the same are duly executed and on file at the office of the Partnership.

IN WITNESS WHEREOF, the undersigned, an officer of Zar Corp., said corporation being a General Partner of Grezar Associates Limited Partnership, has hereunto executed this Amending Certificate as of the 30th day of March, 1983, and affirms, under the penalties of false statement, that the statements contained herein are true.

Grezar Associates Limited Partnership
By: Zar Corp., a General Partner

By:  MARVIN KENIGSBERG
Vice President

On behalf of Grezar Associates Limited Partnership 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

BRADALL ASSOC. LTD PARTNERSHIP

N A M E S	PLACE of RESIDENCE and BUSINESS RESPECTIVELY	CASH	NOTES	- TOTAL CONTRIBUTION
<u>GENERAL PARTNER</u>				
Grezar Associates Limited Part.	Integrated Resources, Inc. 666 Third Avenue New York, NY 10017	---	41,200.00	41,200.00
<u>INITIAL LIMITED PARTNER/s</u>				
Marvin Konigsberg	Integrated Resources, Inc. 666 Third Avenue New York, NY 10017	417.00	1,643.00	2,060.00
<u>LIMITED PARTNER/s</u>				
Denton L. Adams	1300 Stoneygate Lane Columbus, OH 43221	6,867.50	33,900.00	40,767.50
Larry A. App	Doctor Anesthesia Inc. 1100 Dennison Avenue Columbus, OH 43201	6,867.50	33,900.00	40,767.50
David L. Backus	19933 Cr. 16 Bristol, IN 46507	6,867.50	33,900.00	40,767.50
Louis Balloy, Jr.	Newman Industries Inc. P. O. Box 30 Nappanee, IN 46550	13,735.00	67,800.00	81,535.00
	505 Hearthstone Drive Boise, ID 83702	6,867.50	33,900.00	40,767.50
	Morrison Knudson Co., Inc. Two Morrison - Knudson Plaza Boise, ID 83729			
	230 Long Meadow Road Fairfield, CT 06430			
	Mitchell & Balloy Inc. 170 Garden Street Bridgeport, CT 06605			

BRADALL ASSOC. LTD PARTNERSHIP

N A M E S	PLACE of RESIDENCE and BUSINESS RESPECTIVELY	CASH	NOTES	TOTAL CONTRIBUTION
Richard H. Blanke	110 Katherin Parkway Mandoville , LA 70448 Crescent City Credit Recovery 2705 Athenia Parkway Metairie , LA 70002	6,867.50	33,900.00	40,767.50
Timothy J. Bott	3723 Highgate Road Muskegon , MI 49441 McCroskey, Libner, VanLauven et al 1400 Peck Street Muskegon , MI 49443	6,867.50	33,900.00	40,767.50
Richard E. Dowon	9401 Roberts Drive #8-E Dunwoody , GA 30338 Roswell Cleaners & Laundry 1013 Alpharetta Street Roswell , GA 30075	6,867.50	33,900.00	40,767.50
Dean W. Carlisle	90 Meadowbrook C.C. Est. Dr. Ballwin , MO 63011 Rinderer's Drug, Inc. 3855 Lucas-Hunt Road St. Louis , MO 63121	27,470.00	135,600.00	163,070.00
Richard C. Christofer	8 Cheltenham Way Avon , CT 06001 United Technologies 10 Farm Springs Farmington , CT 06032	20,602.50	101,700.00	122,302.50
Eui K. Chung	Five Mile River Road Putnam , CT 06260 Putnam Orthopedics, P. C. Pomfret Street Putnam , CT 06260	6,867.50	33,900.00	40,767.50
Terry L. Dawson	Rt. 14, Box 468 Cullman , AL 35055 T. L. Dawson, M.D., P.A. 212 4th Avenue S.E. Cullman , AL 35055	13,735.00	67,800.00	81,535.00

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N A M E S	PLACE OF RESIDENCE and BUSINESS RESPECTIVELY	CASH	NOTES	TOTAL CONTRIBUTION
Joseph R. Dotolo	23 Cedar Crest Drive Westerly, RI 02891	13,735.00	67,800.00	81,535.00
	Joseph R. D. Dotolo, M.D., Inc. 17 Crustview Drive Westerly, RI 02891			
Connie W. & Fran L. Dotson	Rto. 1, Box 65 Honaker, VA 24260	13,735.00	67,800.00	81,535.00
	Lambert Coal Company Central Bldg., P. O. Box 373 Bristol, TN 37620			
John Kirk Drake	3413 Queen Elizabeth Ocean Springs, MS 39564	6,867.50	33,900.00	40,767.50
	John Kirk Drake, M.D., P.A. 15 Marks Road Ocean Springs, MS 39564			
A. Dale Dunn	10366 Barnsdale Drive Boise, ID 80704	6,867.50	33,900.00	40,767.50
	J. R. Simplot Company One Capital Center Boise, ID 83702			
Charles E. Durrutt	10167 Hanka Houston, TX 77043	13,735.00	67,800.00	81,535.00
	I. A. Naman & Associates Two Greenway Plaza East Houston, TX 77046			
Gregory Econn	137 N. Lucerne Blvd. Los Angeles, CA 90004	6,867.50	33,900.00	40,767.50
	James Econn & Company 3055 Wilshire Blvd. Los Angeles, CA 90010			
Ted E. Ellis	3675 Gramercy Lane Boise, ID 83703	6,867.50	33,900.00	40,767.50
	Idaho Bank And Trust Box 2557, Hoff Building Boise, ID 83701			

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N A M E S	PLACE of RESIDENCE and BUSINESS RESPECTIVELY	CASH	NOTES	TOTAL CONTRIBUTION
George C. Charlotte W. Hopkins	1712 Highland Avenue Glendale , CA 91202 George C Hopkins Construction Co 1500 Gardena Avenue Glendale , CA 91204	6,867.50	33,900.00	40,767.50
Robert L. Hudson	1004 Woodland Lane Oxford , MS 38655	6,867.50	33,900.00	40,767.50
William C. Jennings	4 Woodridge Circle New Canaan , CT 06840 Coopers & Lybrand 1251 Avenue Of The Americas New York , NY 10020	6,867.50	33,900.00	40,767.50
Gerald F. Keasling	2221 Estes Lane Fremont , NE 68025 Fremont Medical Associates, Inc. 2350 N. Clarkson Fremont , NE 68025	6,867.50	33,900.00	40,767.50
Alan S. Kessler	3930 San Remo Drive Jacksonville , FL 32217 Reliatex, Inc. 2846 Mercury Road Jacksonville , FL 32207	6,867.50	33,900.00	40,767.50
Soo J. Kim, M.D.	11821 Chapelwood Lane Houston , TX 77024 West Houston Anesthesiology Asso 9100 Westholmer #22 Houston , TX 77063	13,735.00	67,800.00	81,535.00
Robert J. Klimek	5 Littlefield Lane Old Lyme , CT 06371 Robert J. Klimek, M.D. 154 Broad Street New London , CT 06371	13,735.00	67,800.00	81,535.00

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N A M E S	PLACE OF RESIDENCE and BUSINESS RESPECTIVELY	CASH	NOTES	TOTAL CONTRIBUTION
John E. Larkin	13326 Hughes Lane Dallas , TX 75240	13,735.00	67,800.00	81,535.00
	Wolf - Larkin & Associates 4919 McKinney Avenue Dallas , TX 75205			
Daniel A. LoProsti	19 Fox Den Road West Simsbury , CT 06092	6,867.50	33,900.00	40,767.50
	Jefferson X-Ray Group 85 Jefferson Street Hartford , CT 06106			
Robert A. Malashock	306 So. 85Th Street Omaha , NE 68114	6,867.50	33,900.00	40,767.50
	Malashock'S Jewelry Co. 7113 Cass Street Omaha , NE 68124			
Arun K. Mathur	1071 Thorne Avenue Wooster , OH 44691	13,735.00	67,800.00	81,535.00
	Wooster, Ent. Assoc. Inc. 1749 Cleveland Road Wooster , OH 44691			
Daniel M & Gladys P. McCormick	5027 Mariners Pt Drive Jacksonville , FL 32225	13,735.00	67,800.00	81,535.00
	Simple Signman Systems Arlington expressway, PO Box 8355 Jacksonville , FL 32211			
Daniel L. Miller	Route #2, Box 59 Milford , IN 46542	6,867.50	33,900.00	40,767.50
	Newmar Industries P. O. Box 30 Nappanee , IN 46550			
Paul D. Miller	71424 Co Rd #7 Nappanee , IN 46550	6,867.50	33,900.00	40,767.50
	New Mar. Industries P. O. Box 30 Nappanee , IN 46550			

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Andrew Monness	251 E. 49th Street New York, NY 10017	13,735.00	67,800.00	81,535.00
	Monness Williams Crespi Haept 767 Third Avenue New York, NY 10017			
Larry A. Mottice	811 Bluffview Drive Worthington, OH 43085	6,867.50	33,900.00	40,767.50
	American Hospital Supply 1450 McGaw Road Obetz, OH 43207			
Iluduro & Marsha Rose Negrin	417 Cascada Way Los Angeles, CA 90049	27,470.00	135,600.00	163,070.00
	Organic Health 10804 So. La Cienega Inglewood, CA 90304			
R. Bruce Nowell, M.D.	3643 Dunbarton Drive Birmingham, AL 35223	27,470.00	135,600.00	163,070.00
	C/O Harold L. Beylil, C.P.A. 1608 13th Avenue So., Suite 221 Birmingham, AL 63223			
Gary L. Pack	620 W. 51st Kansas City, MO 64112	6,867.50	33,900.00	40,767.50
	Gary L. Pack, M.D. Neurology Inc 415 E. 63 Kansas City, MO 64110			
Susan O. Parent	Barberry Drive Burlington, CT 06013	6,867.50	33,900.00	40,767.50
	Aetna Life & Casualty 151 Farmington Avenue Hartford, CT 06156			
Phillip L. Park	2221 N.W. 25th Street Gainesville, FL 32605	6,867.50	33,900.00	40,767.50
	Phillip L. Park, M.D., P.A. 6608 N.W. 7th Blvd. Gainesville, FL 32605			

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N A M E S	PLACE of RESIDENCE and BUSINESS RESPECTIVELY	CASH	NOTES	TOTAL CONTRIBUTION
Ira L. Pearlman, D.D.S.	11312 Dona Lola Drive Studio City, CA 91604 Ira L. Pearlman, D.D.S. 32123 Lindero Canyon Road Westlake Village, CA 91361	6,867.50	33,900.00	40,767.50
Arthur L. Porter	558 Gumini Street Rexburg, ID 83440 ARTCO, Inc. P. O. Box 658 Rexburg, ID 83440	6,867.50	33,900.00	40,767.50
W. Randall Porter	208 East 3rd So. Rexburg, ID 83440 ARTCO, Inc. P. O. Box 658 Rexburg, ID 83440	6,867.50	33,900.00	40,767.50
Ronald S. Roberts	1191 S. Alhambra Circle Coral Gables, FL 33146 Barbizon Model Inc. 1850 W. Flagler Street Miami, FL 33134	6,867.50	33,900.00	40,767.50
Joe P. Rouse	2502 Elizabeth P. O. Box 1408 Fayetteville, AR 72701 Family Practice Clinic 767 W. North Street Fayetteville, AR 72701	6,867.50	33,900.00	40,767.50
Jack O. L. & Edith M. Saunders Trusts Of J. & E. Saunders Trust	1630 Camino Del Rex Las Cruces, NM 88001	6,867.50	33,900.00	40,767.50
Charles P. Schnolder	Rural Route 10, Box 211 Caldwell, ID 83605 206 E. Elm Caldwell, ID 83605	6,867.50	33,900.00	40,767.50

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NAMES	PLACE of RESIDENCE and BUSINESS RESPECTIVELY	CASH	NOTES	TOTAL CONTRIBUTION
Mark L. Seltzer	20100 Greenbriar Drive Tarzana, CA 91356	6,867.50	33,900.00	40,767.50
Seubert Equipment Rentals	Schonkman, Wallenbrock & Seltzer 16133 Ventura Blvd. #1200 Encino, CA 91436	6,867.50	33,900.00	40,767.50
Nathan Smith	P. O. Box 57 Cottonwood, ID 83522	6,867.50	33,900.00	40,767.50
George Solt & Maria Solt, Trustees Under Trust Dated Oct. 7, 1981	5 Frost Pond North Hills, NY 11576 American Home Products Corp. 685 Third Avenue New York, NY 10017	27,470.00	135,600.00	163,070.00
H. C. Stacey, M.D	1710 Creek Drive Houston, TX 77055	6,867.50	33,900.00	40,767.50
Irving T. Staley	1710 Creek Drive Houston, TX 77055	27,470.00	135,600.00	163,070.00
John Michael & Linda Carol Stodman	520 Oak Hill Circle Marietta, GA 30067	6,867.50	33,900.00	40,767.50
Alan Stocknoff	Marietta Eye Clinic 653 Cherokee Street Marietta, GA 30090	27,470.00	135,600.00	163,070.00
	4834 Cresthaven Circle Boise, ID 83704 Hewlett Packard 11311 Chinden Blvd., P.O. Box 39 Boise, ID 83707			
	35 East 75th Street New York, NY 10021			
	Hoslery Sales 40 East 34th Street New York, NY			

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N A M E S	PLACE of RESIDENCE and BUSINESS RESPECTIVELY	CASH	NOTES	TOTAL CONTRIBUTION
Charles T. & Sharon R. Stumpf, JLWros	10324 Howe Drive Leawood, KS 66206 Financial Associates 4510 W. 89Th. Prairie Village, KS 66207	13,735.00	67,800.00	81,535.00
Jon D. Sutcliffe	1060 Avenue 37 Los Angeles, CA 90065 Imperial Trust Company 727 W. 7th Street, Suite 400 Los Angeles, CA 90017	6,867.50	33,900.00	40,767.50
Robin C. Taylor	18 Huntington Drive Somers, CT 06071 Chandler Products Inc. 255 Interstate Drive West Springfield, MA 01089	13,735.00	67,800.00	81,535.00
Maudl Walsh	2430 Warner Road Fort Worth, TX 76110 M. W. W. Investments 500 W. 13th Street, #210 Fort Worth, TX 76102	6,867.50	33,900.00	40,767.50
Stewart Weinhoff	857 Hillwood Drive Marietta, GA 30067 Daisy Of California 250 Spring Street, Room 25-347 Atlanta, GA	13,735.00	67,800.00	81,535.00
John Wile	7116 Briar Meadow Dallas, TX 75230 Professional Travel Planners Inc 8700 King George Dallas, TX 75235	13,735.00	67,800.00	81,535.00
Luster C. Willis	Box 507 Ecru, MS 38841 P. O. Box 507 Ecru, MS 38841	27,470.00	135,600.00	163,070.00

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N A M E S	PLACE of RESIDENCE and BUSINESS RESPECTIVELY	CASH	NOTES	TOTAL CONTRIBUTION
R. Andrew Wood & Susan W. Singleton, Jtwros	150 Mission Lane Bloomington , MN 55420 Honeywell Technology Center 10701 Lyndale Avenue South Bloomington , MN 55420	40,767.50	---	40,767.50

