

VERIFIED CERTIFICATE AMENDING  
FOREIGN LIMITED PARTNERSHIP REGISTRATION

NOV 17 12 59 PM '86  
SECRETARY OF STATE

OF

GREZAR ASSOCIATES LIMITED PARTNERSHIP

The undersigned, a Vice President of Zar Corp., a Connecticut corporation, said corporation being a general partner of Grezar Associates Limited Partnership (the "Partnership") a Connecticut limited partnership, being duly sworn deposes and says:

A Certificate of Limited Partnership of the Partnership (the "Certificate") was filed in the office of the Secretary of State of Idaho on November 24, 1982 for purposes of qualification in Idaho. The First Certificate Amending Certificate of Limited Partnership was filed in the office of the Secretary of State of Connecticut in June 11, 1986 amending the Certificate as follows:

1. Paragraphs 4 and 5(a) of the Certificate is deleted and the following is hereby substituted in its place:
4. The name, business address and residence address (in the case of individual Partners) of each Partner, General and Limited Partners being respectively designated, are:

GENERAL PARTNERS:

BUSINESS ADDRESS:

RESIDENCE ADDRESS:

James Greene

c/o Integrated Resources, Inc.  
666 Third Avenue  
New York, New York  
10017

402 Wilson Pike  
Brentwood, TN 37027

Zar Corp.

c/o Murtha, Cullina,  
Richter and Pinney  
City Place  
P.O. Box 3197  
Hartford, Connecticut  
06103-0197

<u>LIMITED PARTNERS:</u>	<u>BUSINESS ADDRESS:</u>	<u>RESIDENCE ADDRESS:</u>
Arthur Goldberg	666 Third Avenue N.Y., N.Y. 10017	55 Sunset Road Kings Point, N.Y. 11024
Selig Zises	666 Third Avenue N.Y., N.Y. 10017	988 Fifth Avenue N.Y., N.Y. 10022
Jay Zises	666 Third Avenue N.Y., N.Y. 10017	965 Fifth Avenue New York, N.Y. 10021
Joel M. Pashcow	666 Third Avenue N.Y., N.Y. 10017	21 Fir Drive Great Neck, NY 11024
Richard H. Ader	666 Third Avenue N.Y., NY 10017	Brookwillows, Woodlands Rd. Harrison, NY 10528
Jay D. Chazanoff	666 Third Avenue N.Y., NY 10017	315 Benedict Road Staten Island, NY 10304
Philip H. Cohen	666 Third Avenue N.Y., NY 10017	41 W. 62nd Street N.Y., NY 10023
Daniel N. Davis	666 Third Avenue N.Y., NY 10017	61 Morgan Drive Old Westbury, NY 11568
Stephen H. Goldsmith	666 Third Avenue N.Y., NY 10017	38 Kitchawan Drive Chappaqua, NY 10514
Craig Singer	666 Third Avenue N.Y., NY 10017	60 Riverside Drive N.Y., NY 10024
Gary W. Krat	666 Third Avenue N.Y., NY 10017	29 Juneau Boulevard Woodbury, NY 11797
David Silvers	666 Third Avenue N.Y., NY 10017	401 East 86th St. N.Y., NY 10028

5. (a) The Zar Corp. has agreed to contribute \$25 in cash to the Partnership and James Greene has agreed to contribute \$1,783.93 in cash to the Partnership. The Limited Partners have each agreed to make cash contributions to the Partnership as follows:

<u>Name</u>	<u>Amount</u>
Arthur Goldberg	1783.93
Selig Zises	1783.93
Jay Zises	1783.93
Joel M. Pashcow	1783.93
Richard H. Ader	1783.93
Jay D. Chazanoff	1783.93
Philip H. Cohen	3567.86
Daniel N. Davis	1783.93
Stephen H. Goldsmith	1783.93
Craig Singer	1783.93
Gary W. Krat	1783.93
David Silvers	1783.93

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

IN WITNESS WHEREOF, the undersigned has hereunto executed this Certificate as of the 1st day of January, 1985, and affirms, under the penalties of false statement, that the statements contained herein are true.

GENERAL PARTNERS:

ZAR CORP.

By: Julia M. De Santos L  
a Vice President

On behalf of Zar Corp., as attorney-in-fact for James Greene as an additional General Partner.

