

VERIFIED CERTIFICATE AMENDING  
FOREIGN LIMITED PARTNERSHIP REGISTRATION

NOV 12 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<br>N.Y., N.Y. 10017 | 55 Sunset Road<br>Kings Point, N.Y.<br>11024      |
| Selig Zises              | 666 Third Avenue<br>N.Y., N.Y. 10017 | 988 Fifth Avenue<br>N.Y., N.Y. 10022              |
| Jay Zises                | 666 Third Avenue<br>N.Y., N.Y. 10017 | 965 Fifth Avenue<br>New York, N.Y.<br>10021       |
| Joel M. Pashcow          | 666 Third Avenue<br>N.Y., N.Y. 10017 | 21 Fir Drive<br>Great Neck, NY<br>11024           |
| Richard H. Ader          | 666 Third Avenue<br>N.Y., NY 10017   | Brookwillows, Woodlands Rd.<br>Harrison, NY 10528 |
| Jay D. Chazanoff         | 666 Third Avenue<br>N.Y., NY 10017   | 315 Benedict Road<br>Staten Island, NY<br>10304   |
| Philip H. Cohen          | 666 Third Avenue<br>N.Y., NY 10017   | 41 W. 62nd Street<br>N.Y., NY 10023               |
| Daniel N. Davis          | 666 Third Avenue<br>N.Y., NY 10017   | 61 Morgan Drive<br>Old Westbury, NY<br>11568      |
| Stephen H. Goldsmith     | 666 Third Avenue<br>N.Y., NY 10017   | 38 Kitchawan Drive<br>Chappaqua, NY<br>10514      |
| Craig Singer             | 666 Third Avenue<br>N.Y., NY 10017   | 60 Riverside Drive<br>N.Y., NY 10024              |
| Gary W. Krat             | 666 Third Avenue<br>N.Y., NY 10017   | 29 Juneau Boulevard<br>Woodbury, NY 11797         |
| David Silvers            | 666 Third Avenue<br>N.Y., NY 10017   | 401 East 86th St.<br>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:

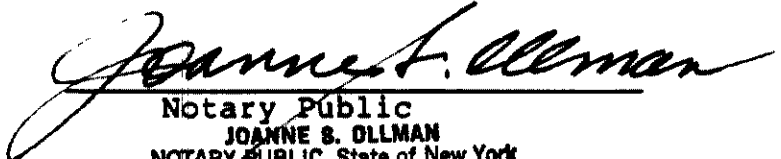
ZAR CORP.

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.

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

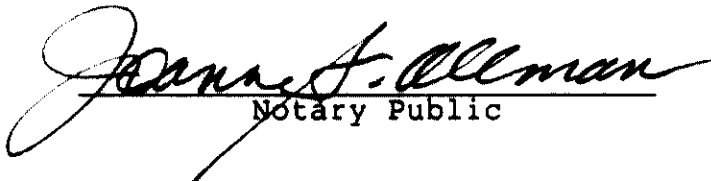
Subscribed and sworn to before me this 3 day of November, 1986 by Julia De Santis, a Vice President of Zar Corp., a Connecticut corporation, on behalf of the other General Partner of the Grezar Associates Limited Partnership named in the foregoing instrument.

  
Notary Public  
JOANNE S. OLLMAN  
NOTARY PUBLIC, State of New York  
No. 4796527  
Qualified in Westchester County  
Commission Expires March 30, 1987

VERIFICATION

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

I, Joanne S. Ollman, a Notary Public, do hereby certify that on this 3 day of November, 1986, personally appeared before me Julia De Santis, who, being by me first duly sworn, declared that he is a Vice President of Zar Corp., that he signed the foregoing document as a Vice President of the said corporation, and that the statements therein contained are true.

  
Notary Public

JOANNE S. OLLMAN  
NOTARY PUBLIC, State of New York  
No. 4796527  
Qualified in Westchester County  
Commission Expires March 30, 1987