

FIRST
CERTIFICATE AMENDING CERTIFICATE
OF LIMITED PARTNERSHIP
OF

'83 JUN 6 PM 3 56
SECRETARY OF
STATE

SIMVAL ASSOCIATES LIMITED PARTNERSHIP

The General and Limited Partners of Simval 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 November 9, 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 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. In the event of a variation in the initial purchase price of the Property the amount of the contribution of the General and Limited Partners, as set forth in paragraph 5 above, may be increased

or reduced, in an aggregate amount not exceeding ten percent (10%) of each Partner's contribution to the Partnership. Any such increase shall be paid to the Partnership in such proportion of cash or notes as the General Partner may determine. Any such reduction shall be refunded by the Partnership in such proportion of cash and notes constituting a portion of a Partner's contribution as the General Partner may determine."

4. Paragraph 7(b)(iii) of the Certificate is deleted and the following is hereby substituted in its place:

"(iii) if requested by the General Partner, either the transferor or transferee executes and delivers to the General Partner an undertaking to pay all reasonable expenses incurred by the Partnership in connection with the Transfer, including, but not limited to, the cost of preparing, filing and publishing such amendments to the Certificate as may be required by law."

5. 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 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 is amended by deleting therefrom the words and numbers "paragraphs 5(a), 5(b)" and by substituting therefor "paragraph 5."

7. Clause (a) of Paragraph 10 of the Certificate is amended by deleting therefrom the number "2070" and substituting therefor "2077."

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

"(b) the sale of all of the Property (including a sale upon foreclosure), unless the Partnership takes back a mortgage or other security device

with respect to any part of the Property in connection with such sale."

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 Simval 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. (d/b/a Raz Corp. in the State of California), 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,
the General Partner

By: Zar Corp. (d/b/a Raz Corp. in
the State of California),
a General Partner

By:  MARVIN KENIGSBERG
a 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

Page 1 Of 3

SIMVAL ASSOCIATES Limited Partnership

<u>N A M E S</u>	<u>PLACE of RESIDENCE and BUSINESS RESPECTIVELY</u>	<u>CASH</u>	<u>NOTES</u>	<u>TOTAL CONTRIBUTION</u>
GENERAL PARTNER				
Grezar Associates L/P	C/O Integrated Resources Inc 666 Third Avenue New York, NY 10017	---	19,556.00	19,556.00
INITIAL LIMITED PARTNER/s				
Marvin Kenigsberg	10 St. Lawrence Place Jericho, NY 11753 Integrated Resources Inc. 666 Third Avenue New York, NY 10017	160.00	---	160.00
LIMITED PARTNER/s				
Sam A. Boyd Family Trust Dtd 5/1/78, Sam A. Boyd, Trustee	Sam's Twn Hotel & Gambling H C/O Wm. Boyd, P.O. Box 12001 Las Vegas, NV 89112	30,705.00	162,803.00	193,508.00
William S. Boyd	2922 Bel Aire Drive Las Vegas, NV 89109 California Hotel & Casino P. O. Box 12001 Las Vegas, NV 89112	30,705.00	162,803.00	193,508.00
Ivan L. Eisenberg, Trustee For Eisenberg Fam. Tr. Dtd. 11/1/77	Ideal Office Equipment 1200 S. 3Rd Street Las Vegas, NV 89104	15,352.50	81,401.50	96,754.00
Mark S. Gomberg	6075 Lake Nadine Pl Agoura, CA 91301 Canyon Office Furniture & Supplies 30686 Thousand Oaks Blvd. Agoura, CA 91301	7,676.25	40,700.75	48,377.00
Haber Family Trust #1, Joseph & Suzanne Habor, Trustees	508 15Th Street Del Mar, CA 92014	15,352.50	81,401.50	96,754.00

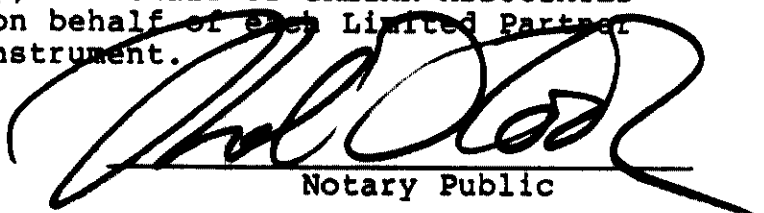
SIMVAL ASSOCIATES				
N A M E S	PLACE of RESIDENCE and BUSINESS RESPECTIVELY	CASH	NOTES	TOTAL CONTRIBUTION
M-Zee Coin Gaming, Inc.	M-Zee Coin Gaming, Inc. 6414 Sandpiper Way Las Vegas , NV 89103	30,705.00	162,803.00	193,508.00
Mahaffey Family Trust U/T/D 3/23/78, J. & N. Mahaffey, Trustees	12038 Rives Downey , CA 90242	7,676.25	40,700.75	48,377.00
	Remco Steel 2154 South Street Long Beach , CA 90805			
Stuart K. Mandel	4613 La Borce Drive Tarzana , CA 91356	7,676.25	40,700.75	48,377.00
	Sherwood Productions M. G. M. 3910 Overland Avenue Culver City , CA 90230			
David W. Mentik Patricia L. James	11344 Loma Vista Dr. Loma Linda , CA 92354	7,676.25	40,700.75	48,377.00
	Eisenhower Med. Ctr. Radiation 69-780 Stellar Dr. Rancho Mirage , CA 92270			
Keith L. Markolf	1393 Marinette Road Pacific Palisades , CA 90272	7,676.25	40,700.75	48,377.00
	UCLA, 22-70 UCLA Rehabilitation Center, 1000 Veteran Ave. Los Angeles , CA 90024			
Mike & Rita Mendelson	714 West Home Ave. Los Angeles , CA 90024	30,705.00	162,803.00	193,508.00
	Mike Mendelson & Assoc. Inc. 2615 South Hill Street Los Angeles , CA 90007			
Ralph N. Mendelson	28 Binnacle Hill Oakland , CA 94618	23,028.75	122,102.25	145,131.00
	Davis Young & Mendelson 1134 Ballena Blvd. Alameda , CA 94501			
Jerome H. Soltz	531 Desert West Drive Rancho Mirage , CA 92270	7,676.25	40,700.75	48,377.00

SIMVAL ASSOCIATES

N A M E S	PLACE of RESIDENCE and BUSINESS RESPECTIVELY	CASH	NOTES	TOTAL CONTRIBUTION
Martin Zwerling	6414 Sandpiper Way Las Vegas , NV 89103	30,705.00	162,803.00	193,508.00
	M-Zee Coin Gaming Inc. 6414 Sandpiper Way Las Vegas , NV 89103			

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

Subscribed and sworn to before me this 30th day of March, 1983, by Marvin Kenigsberg, a Vice President of Zar Corp. (d/b/a Raz Corp. in the State of California), a Connecticut corporation, said corporation being a general partner of Grezar Associates Limited Partnership, a Connecticut limited partnership, on behalf of GREZAR ASSOCIATES LIMITED PARTNERSHIP and on behalf of each Limited Partner named in the foregoing instrument.


Notary Public

[Notarial Seal]

MELISSA T. COOK
NOTARY PUBLIC, State of New York
Exp. 02/27/1702
Office: 111 E. 10th Street
Columbia, Maryland 21046
Comm. Expires March 30, 1984

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 5th day
of April A.D., 19 83


Secretary of the State