

House Blanco

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FIRST AMENDMENT TO
CORRECTED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
M & M ASSOCIATES

THIS FIRST AMENDMENT to the Corrected Amended and Restated Certificate of Limited Partnership of M & M Associates is prepared and filed for record in accordance with Chapter 59 of the North Carolina General Statutes, as amended.

The purpose for the Amendment is to provide for the substitution of Landura Corporation for the interest previously owned by Landau Corporation by virtue of the merger of Landau Corporation into Landura Corporation of the Southeast and the subsequent merger of Landura Corporation of the Southeast into Landura Corporation and to provide for an additional contribution by Landura Corporation to the capital of the Partnership. Furthermore, the Amendment reflects the addition of various new Limited Partners to the Partnership and their respective capital contributions.

1. The Partners hereby amend subparagraph B of Paragraph D. NAMES OF PARTNERS AND PLACES OF RESIDENCE by deleting subparagraph B in its entirety and substituting therefor the following:

B. Limited Partners:

Landura Corporation
107 Westdale Avenue
Winston-Salem, NC 27101

James E. Patti
Suite 107
2240 Cloverdale Avenue
Winston-Salem, NC 27103

Paul Eugene Brown
Route 3, Box 331
Hickory, NC 28601

Ali Jarrahi, M.D.
2830 Maplewood Avenue
Winston-Salem, NC 27103

William Elesha, M.D.
214 Forsyth Medical Park
Winston-Salem, NC 27103

Heber Grey Winfield, III
1320 18th Avenue, N.E.
Hickory, NC 28601

Audrey Beggs
700 Sparks Road
Little Rock, AR 72210

E.L.K. Management
500 NE Multnomah Street
Suite 1262
Portland, OR 97232

Charles B. Cornwell
P. O. Box 214
Woodburn, OR 97071

Robert & Carolyn Engle
2700 Meadow Lane
Woodburn, OR 97071

Kent Franklin
1782 Roca Ratan
Lake Oswego, OR 97034

Lawrence N. & Glenda A. Sano
31827 Krypt Road
Canby, OR 97013

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Bansi P. Shah, M.D.
3030 Trenwest Drive
Winston-Salem, NC 27103

Frank Chaddock
3240 Lomo Riviera Drive
San Diego, CA 92110

KL&K Associates
500 NE Multnomah Street
Suite 1262
Portland, OR 97232

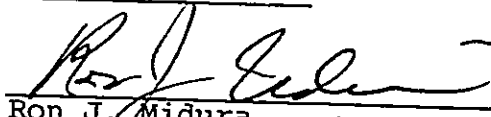
2. The Partners hereby amend Paragraph F. CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS by deleting Paragraph F in its entirety and substituting therefor the following:


Landura Corporation	-	\$ 8,700
James Patti	-	\$ 4,350
Paul Eugene Brown	-	\$ 4,350
Ali Jarrahi, M.D.	-	\$ 4,350
William Elesha, M.D.	-	\$ 4,350
Heber Grey Winfield, III	-	\$ 4,350
Bansi P. Shah, M.D.	-	\$ 4,350
E.L.K. Management	-	\$56,550
KL&K Associates	-	\$21,750
Audrey Beggs	-	\$ 4,350
Charles B. Cornwall	-	\$ 8,700
Robert & Carolyn Engle	-	\$ 4,350
Kent Franklin	-	\$ 8,700
Lawrence N. & Glenda A. Sano	-	\$ 4,350
Frank Chaddock	-	\$ 8,700

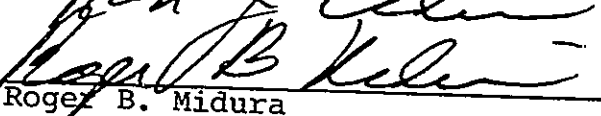
The Partners hereby reaffirm all other provisions of the Corrected Amended and Restated Certificate of Limited Partnership of M & M Associates, which provisions are hereby incorporated by reference.

IN WITNESS WHEREOF, the Partners have executed and sworn to this First Amendment to Corrected Amended and Restated Certificate of Limited Partnership of M & M Associates this the 9 day of November, 1983.

GENERAL PARTNERS:

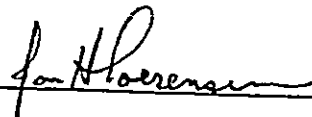

Ron J. Midura


Richard J. Bjelland
BY: RON J. MIDURA, ATTORNEY-IN-FACT

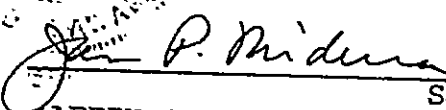

Roger B. Midura
BY: RON J. MIDURA, ATTORNEY-IN-FACT

LIMITED PARTNERS:

LANDURA CORPORATION

BY: 
President

ATTEST:


Secretary
(AFFIX CORPORATE SEAL)

James E. Patti
James E. Patti
BY: RON J. MIDURA, ATTORNEY-IN-FACT

Paul Eugene Brown
Paul Eugene Brown
BY: RON J. MIDURA, ATTORNEY-IN-FACT

Ali Jazvahi, M.D.
Ali Jazvahi, M.D.
BY: RON J. MIDURA, ATTORNEY-IN-FACT

William Elasha, M.D.
William Elasha, M.D.
BY: RON J. MIDURA, ATTORNEY-IN-FACT

Heber Gray Winfield III
Heber Gray Winfield III
BY: RON J. MIDURA, ATTORNEY-IN-FACT

Banshi P. Shah, M.D.
Banshi P. Shah, M.D.
BY: RON J. MIDURA, ATTORNEY-IN-FACT

E.L.K. Management
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BY: RON J. MIDURA, ATTORNEY-IN-FACT

Audrey Beggs
Audrey Beggs
BY: RON J. MIDURA, ATTORNEY-IN-FACT

KL&K Associates
KL&K Associates
BY: RON J. MIDURA, ATTORNEY-IN-FACT

Charles B. Cornwell
Charles B. Cornwell
BY: RON J. MIDURA, ATTORNEY-IN-FACT

Robert Engle
Robert Engle
BY: RON J. MIDURA, ATTORNEY-IN-FACT

Carolyn Engle
Carolyn Engle
BY: RON J. MIDURA, ATTORNEY-IN-FACT

Kent Franklin
Kent Franklin
BY: RON J. MIDURA, ATTORNEY-IN-FACT

Lawrence N. Sano
Lawrence N. Sano
BY: RON J. MIDURA, ATTORNEY-IN-FACT

Glenda A Sano
Glenda A. Sano
BY: RON J. MIDURA, ATTORNEY-IN-FACT
Frank Chaddock
Frank Chaddock
BY: RON J. MIDURA, ATTORNEY-IN-FACT

STATE OF North Carolina
COUNTY OF Davie

I, Hetty P. Reid, a Notary Public of the County and State aforesaid, certify that RON J. MIDURA personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and Notarial Seal or Stamp, this the 9th day of November, 1983.

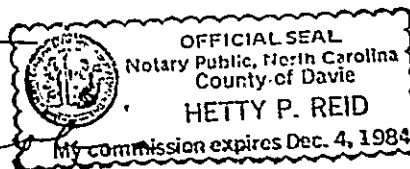
Hetty P. Reid
Notary Public

My commission expires:

12/4/84

NOTARIAL SEAL/STAMP:

STATE OF North Carolina
COUNTY OF Davie



I, Hetty P. Reid, a Notary Public of the County and State aforesaid, certify that JAN P MIDURA, personally came before me this day and acknowledged that (s)he is the ASST. Secretary of LANDURA CORPORATION, a North Carolina Corporation, and that by authority duly given and as the act of the Corporation, the foregoing instrument was signed in its name by its President, sealed with its Corporate Seal and attested by JAN P Midura as its ASST Secretary.

WITNESS my hand and Notarial Seal or Stamp, this the 9th day of November, 1983.

Hetty P. Reid
Notary Public

My commission expires:

12/4/84

NOTARIAL SEAL/STAMP:



STATE OF North Carolina
COUNTY OF Davie

I, Hetty P. Reid, a Notary Public of afore-
said County and State, do hereby certify that RON J. MIDURA,
attorney-in-fact for Richard J. Bjelland, Roger B. Midura, James E.
Patti, Paul Eugene Brown, Ali Jarrahi, William Elesha, Heber Grey
Winfield III and Banshi P. Shah, personally appeared before me this
day, and being by me first duly sworn, says that he executed the
foregoing instrument for and in behalf of Richard J. Bjelland,
Roger B. Midura, James E. Patti, Paul Eugene Brown, Ali Jarrahi,
William Elesha, Heber Grey Winfield III and Banshi P. Shah, and that
his authority to execute and acknowledge said instrument is con-
tained in an instrument duly executed, acknowledged and recorded in
the office of the Register of Deeds of Forsyth County, North
Carolina on December 18, 1976, and that this instrument was exe-
cuted under and by virtue of the authority given by said instrument
granting him power of attorney; that the said RON J. MIDURA acknow-
ledged the due execution of the foregoing and annexed instrument
for the purposes therein expressed for and in behalf of the said
Richard J. Bjelland, Roger B. Midura, James E. Patti, Paul Eugene
Brown, Ali Jarrahi, William Elesha, Heber Grey Winfield III and
Banshi P. Shah.

I do further certify that I am not a party to the attached
instrument.

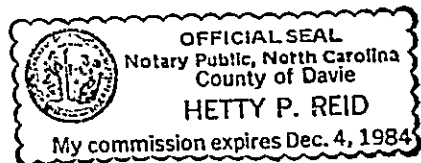
Witness my hand and official seal this the 9th day of
Nov., 1983.

Hetty P. Reid
Notary Public

My commission expires:

12/4/84

NOTARIAL SEAL/STAMP:



STATE OF North Carolina
COUNTY OF Davie

I, Hetty P. Reid, a Notary Public of afore-
said County and State, do hereby certify that RON J. MIDURA,
attorney-in-fact for E.L.K. Management, KL&K Associates, Audrey
Beggs, Charles B. Cornwell, Robert Engle, Carolyn Engle, Kent
Franklin, Lawrence N. Sano, Glenda A. Sano and Frank Chaddock,
personally appeared before me this day, and being by me first duly
sworn, says that, he executed the foregoing instrument for and in
behalf of E.L.K. Management, KL&K Associates, Audrey Beggs, Charles
B. Cornwell, Robert Engle, Carolyn Engle, Kent Franklin, Lawrence
N. Sano, Glenda A. Sano and Frank Chaddock, and that his authority
to execute and acknowledge said instrument is contained in an
instrument duly executed, acknowledged and recorded in the office
of the Register of Deeds of Forsyth County, North Carolina on
November 9, 1983, and that this instrument was executed under and
by virtue of the authority given by said instrument granting him
power of attorney; that the said RON J. MIDURA acknowledged the due
execution of the foregoing and annexed instrument for the purposes
therein expressed for and in behalf of the said E.L.K. Management,
KL&K Associates, Audrey Beggs, Charles B. Cornwell, Robert Engle,
Carolyn Engle, Kent Franklin, Lawrence N. Sano, Glenda A. Sano and
Frank Chaddock.

I do further certify that I am not a party to the attached
instrument.

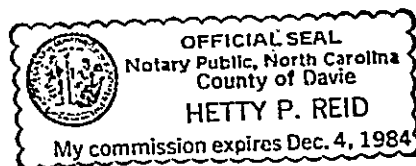
Witness my hand and official seal this the 9th day of
Nov., 1983.

Hetty P. Reid
Notary Public

My commission expires:

12/4/84

NOTARIAL SEAL/STAMP:



PRESENTED FOR
REGISTRATION
AND RECORDED

11:50 PM
KCC

Nov 9 4 07 PM '83

EUNICE AYERS
REGISTER OF DEEDS
FORSYTH CTY. N.C.

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