

MIDGETTE, PAGE & HIGGINS  
ATTORNEYS AND COUNSELLORS AT LAW  
POST OFFICE DRAWER 428  
CHAPEL HILL, NORTH CAROLINA 27614

SECOND AMENDMENT OF  
LIMITED PARTNERSHIP CERTIFICATE AND AGREEMENT  
THE BRIDGES APTS. ASSOCIATES

Pursuant to the provisions of G. S. 59-25 (1941, c. 251, s. 8) of the North Carolina Uniform Limited Partnership Act, (1941, c. 251, s. 27), The Bridges Apts. Associates, a limited partnership which is subject to the provisions of the North Carolina Uniform Limited Partnership Act, adopts the hereinafter stated Second Amendment to its original Limited Partnership Certificate and Agreement dated as of September 28, 1979, filed for record in the Office of the Register of Deeds of Forsyth County, North Carolina, on October 11, 1979, as the same was previously amended by the First Amendment of Limited Partnership Certificate and Agreement filed for record in the Office of the Register of Deeds of Forsyth County, North Carolina, on December 28, 1979, (hereinafter collectively called "Certificate of September 28, 1979"), such Second Amendment thereby becoming a provision of the Certificate of September 28, 1979.

The following amendments are necessary for the admission into the limited partnership, as additional General Partners, of John Luciani, Bernard M. Rodin and J & B Management Corp. (hereinafter called "Incoming General Partners"); for the changing of the address of the principal place of business of the limited partnership; and the amendments are hereby adopted by all of the members of the aforesaid limited partnership:

(1) The Incoming General Partners are each hereby admitted into the limited partnership as general partners and, by the execution of this Second Amendment, each of them herewith adopts and agrees to be bound by all of the terms, covenants, provisions and conditions contained in the Certificate of September 28, 1979, as herein amended.

(2) Article One, Section 1.3. of the Certificate of September 28, 1979, is hereby amended so as to hereafter read as follows:

"Section 1.3 Domicile and Office. The principal office and place of business of the Partnership shall be located at 2202 Timberloch Place, Suite 224, The Woodlands, Texas, or at such other place or places as the General Partners may from time to time designate after notice to the Limited Partners-Class A and the Limited Partners-Class B, provided, however, any notices or other communications sent to the Partnership for any reason shall also be sent to the attention of the Limited Partners-Class A at One Executive Drive, Fort Lee, New Jersey 07024."

BOOK 1388P0648

(3) Anything herein to the contrary notwithstanding, since the consent of the Secretary of Housing and Urban Development (hereinafter called "HUD") will be required with respect to the admission into the limited partnership of the Incoming General Partners, as general partners, the Incoming General Partners shall nevertheless be admitted into and become general partners in the limited partnership as of the effective date of this Second Amendment; provided, however, that in the event such HUD consent is not obtained by the limited partnership, the Incoming General Partners shall, upon request, resign and withdraw from the Partnership for all purposes.

This Second Amendment does not provide for any new, increased or additional contributions to capital either by the General Partners or by any other partners in the limited partnership.

Except as herein specifically amended, all of the terms, covenants, provisions and conditions of the Certificate of September 28, 1979, hereinabove referred to shall continue to remain in full force and effect.

All of the terms, covenants, provisions and conditions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective heirs, executors, administrators, successors and assigns.

This Second Amendment may be executed in any number of counterparts and all of such counterparts shall for all purposes constitute one instrument binding on the parties hereto, notwithstanding that all parties are not signatory to the same counterpart.

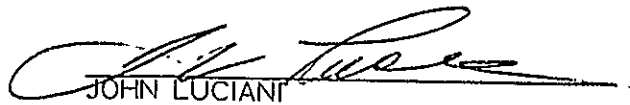
IN WITNESS WHEREOF, this Second Amendment to the Certificate of September 28, 1979, has been duly executed by the parties hereto as of the 29th day of September, 1981.

  
ROZ M. KOVENS  
GENERAL PARTNER

  
JOHN LUCIANI

  
BERNARD M. RODIN

LIMITED PARTNERS-CLASS A

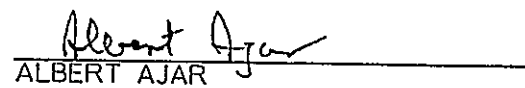
  
JOHN LUCIANI

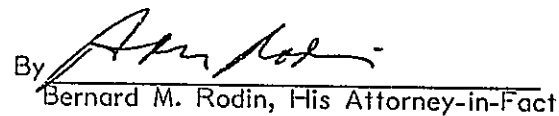
  
BERNARD M. RODIN

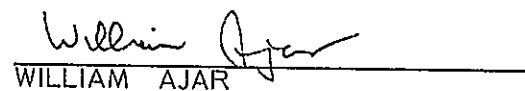
J & B MANAGEMENT CORP.

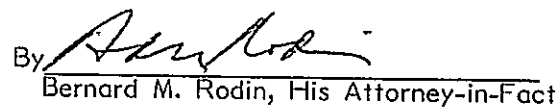
By   
John Luciani, President

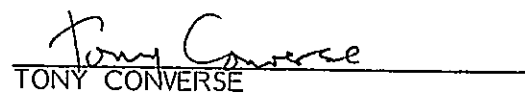
INCOMING GENERAL PARTNERS

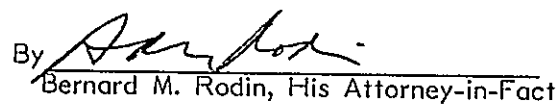
  
ALBERT AJAR

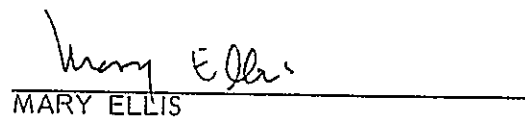
By   
Bernard M. Rodin, His Attorney-in-Fact

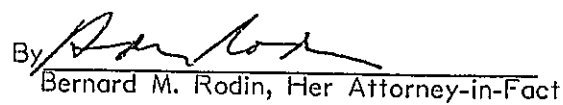
  
WILLIAM AJAR

By   
Bernard M. Rodin, His Attorney-in-Fact

  
TONY CONVERSE

By   
Bernard M. Rodin, His Attorney-in-Fact

  
MARY ELLIS

By   
Bernard M. Rodin, Her Attorney-in-Fact

Roger Gimbel  
ROGER GIMBEL

By Bernard M. Rodin  
Bernard M. Rodin, His Attorney-in-Fact

Robert Green  
ROBERT GREEN

By Bernard M. Rodin  
Bernard M. Rodin, His Attorney-in-Fact

HMH REALTY COMPANY

By Bernard M. Rodin  
Bernard M. Rodin, Its Attorney-in-Fact

James Hammerstein  
JAMES HAMMERSTEIN

By Bernard M. Rodin  
Bernard M. Rodin, His Attorney-in-Fact

Millette Hammerstein  
MILLETTE HAMMERSTEIN

By Bernard M. Rodin  
Bernard M. Rodin, Her Attorney-in-Fact

William Hammerstein  
WILLIAM HAMMERSTEIN

By Bernard M. Rodin  
Bernard M. Rodin, His Attorney-in-Fact

KANRI INC.

By Bernard M. Rodin  
Bernard M. Rodin, Its Attorney-in-Fact

Nancy Lowendahl  
NANCY LOWENDAHL

By Bernard M. Rodin  
Bernard M. Rodin, Her Attorney-in-Fact

Robert Mull Holland  
ROBERT MULHOLLAND

By Bernard M. Rodin  
Bernard M. Rodin, His Attorney-in-Fact

Hans E. Schapiro  
HANS E. SCHAPIRA

By Bernard M. Rodin  
Bernard M. Rodin, His Attorney-in-Fact

Milton Steren  
MILTON STEREN

By Bernard M. Rodin  
Bernard M. Rodin, His Attorney-in-Fact

THREADTEX INC.

By Bernard M. Rodin  
Bernard M. Rodin, Its Attorney-in-Fact

John Luciani  
JOHN LUCIANI

Bernard M. Rodin  
BERNARD M. RODIN

LIMITED PARTNERS-CLASS B

STATE OF Florida )  
~~NORTH CAROLINA~~  
COUNTY OF Dade )  
~~ALAMANCE~~

I, Thelma R. Lusk, a Notary Public of said County and State,  
do hereby certify that Roz M. Kovens personally appeared before me this day  
and swore and acknowledged to me under oath the execution of the foregoing  
Second Amendment of Limited Partnership Certificate and Agreement of The  
Bridges Apts. Associates by her as General Partner, and that the statements  
contained therein are true and correct.

Witness my hand and notarial seal, this the 18<sup>th</sup> day of February, 1983.

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES JAN. 27, 1985  
BONDED THRU GENERAL INS. UNDERWRITERS

Thelma R. Lusk  
Notary Public

STATE OF NEW YORK )  
COUNTY OF NASSAU )

I, Steven D. Klein, a Notary Public of said County and State, do hereby certify that John Luciani and Bernard M. Rodin, personally appeared before me this day and swore and acknowledged to me under oath the execution of the foregoing Second Amendment of Limited Partnership Certificate and Agreement of The Bridges Apts. Associates by them as Limited Partners-Class A, and that the statements contained therein are true and correct.

Witness my hand and notarial seal, this the 17 day of October, 1981.

My Commission Expires:

~~STEVEN D. KLEIN~~  
~~NOTARY PUBLIC, State of New York~~  
~~No. 4607961~~  
~~Qualified in Nassau County~~  
~~Commission Expires March 30, 1983~~

Steven D. Klein  
Notary Public

STATE OF NEW YORK )  
COUNTY OF NASSAU )

I, Steven D. Klein, a Notary Public of said County and State, do hereby certify that John Luciani and Bernard M. Rodin, personally appeared before me this day and swore and acknowledged to me under oath the execution of the foregoing Second Amendment of Limited Partnership Certificate and Agreement of The Bridges Apts. Associates by them as Incoming General Partners, and that the statements contained therein are true and correct.

Witness my hand and notarial seal, this the 17 day of October, 1981.

My Commission Expires:

~~STEVEN D. KLEIN~~  
~~NOTARY PUBLIC, State of New York~~  
~~No. 4607961~~  
~~Qualified in Nassau County~~  
~~Commission Expires March 30, 1983~~

Steven D. Klein  
Notary Public

STATE OF NEW YORK )  
COUNTY OF NASSAU )

I, Steven D. Klein, a Notary Public of said County and State, do hereby certify that John Luciani, President of J & B Management Corp., personally appeared before me this day and swore and acknowledged to me under oath the execution of the foregoing Second Amendment of Limited Partnership Certificate and Agreement of The Bridges Apts. Associates by him as President of J & B Management Corp., Incoming General Partner and that the statements contained therein are true and correct.

Witness my hand and notarial seal, this the 17 day of October, 1981.

My Commission Expires:

~~STEVEN D. KLEIN~~  
~~NOTARY PUBLIC, State of New York~~  
~~No. 4607961~~  
~~Qualified in Nassau County~~  
~~Commission Expires March 30, 1983~~

Steven D. Klein  
Notary Public

STATE OF NEW YORK )

COUNTY OF NASSAU )

I, Steven D. Klein, a Notary Public of said County and State, do hereby certify that Bernard M. Rodin, attorney-in-fact of Albert Ajar, William Ajar, Tony Converse, Mary Ellis, Roger Gimbel, Robert Green, HMM Realty Co., James Hammerstein, Millette Hammerstein, William Hammerstein, Kanri Inc., Nancy Lowendahl, Robert Mulholland, Hans E. Schapira, Milton Steren, and Threadtex Inc., personally appeared before me this day and swore and acknowledged to me under oath the execution of the foregoing Second Amendment of Limited Partnership Certificate and Agreement of The Bridges Apts. Associates by him as attorney-in-fact of Albert Ajar, William Ajar, Tony Converse, Mary Ellis, Roger Gimbel, Robert Green, HMM Realty Co., James Hammerstein, Millette Hammerstein, William Hammerstein, Kanri Inc., Nancy Lowendahl, Robert Mulholland, Hans E. Schapira, Milton Steren, and Threadtex Inc., Limited Partners-Class B, and that the statements contained therein are true and correct.

Witness my hand and notarial seal, this the 17 day of October, 1981.

My Commission Expires:

STEVEN D. KLEIN  
NOTARY PUBLIC, State of New York  
No. 4607961  
Qualified in Nassau County  
Commission Expires March 30, 1983

Steven D. Klein  
Notary Public

STATE OF NEW YORK )

COUNTY OF NASSAU )

I, Steven D. Klein, a Notary Public of said County and State do hereby certify that John Luciani and Bernard M. Rodin, personally appeared before me this day and swore and acknowledged to me under oath the execution of the foregoing Second Amendment of Limited Partnership Certificate and Agreement of The Bridges Apts. Associates by them as Limited Partners-Class B, and that the statements contained therein are true and correct.

Witness my hand and notarial seal, this the 17 day of October, 1981.

My Commission Expires:

STEVEN D. KLEIN  
NOTARY PUBLIC, State of New York  
No. 4607961  
Qualified in Nassau County  
Commission Expires March 30, 1983

Steven D. Klein  
Notary Public

PRESENTED FOR  
REGISTRATION  
AND RECORDED

FEB 28 10 34 AM '83

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

\$13.00 Pd  
DC

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