



MIDGETTE, PAGE & HIGGINS
ATTORNEYS AND COUNSELLORS AT LAW
POST OFFICE DRAWER 428
CHAPEL HILL, NORTH CAROLINA 27514

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."

BULK 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.

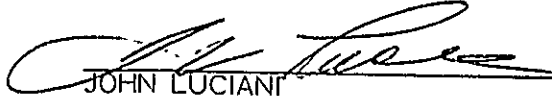
IN WITNESS WHEREOF, this Second Amendment to the Certificate of September 28, 1979, has been duly executed by the parties hereto as of the 29th day of September, 1981.


ROZ M. KOVENS
GENERAL PARTNER


JOHN LUCIANI

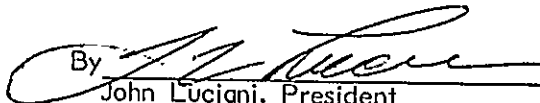

BERNARD M. RODIN

LIMITED PARTNERS-CLASS A



JOHN LUCIANI

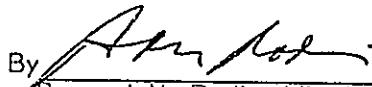

BERNARD M. RODIN


J & B MANAGEMENT CORP.

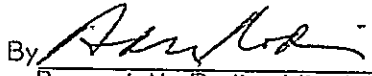
By 
John Luciani, President


INCOMING GENERAL PARTNERS

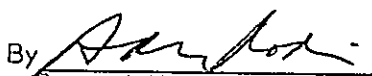

ALBERT AJAR

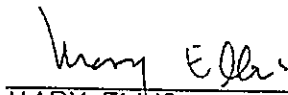
By 
Bernard M. Rodin, His Attorney-in-Fact

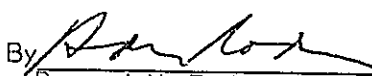

WILLIAM AJAR

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 Mulholland
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 18th 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, HMH 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, HMH 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.

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