

*Chickadee Group
345 N. Council Bluffs Suite 900
Chicago Ill 60606*

843170

AMENDMENT TO THE CERTIFICATE OF LIMITED PARTNERSHIP

WE, the undersigned, for the purpose of amending the Certificate of Limited Partnership of BROADMOOR II ASSOCIATES, LTD., filed in the office of the Lake County Recorder, Indiana, on September 12, 1985, as document number 819839 hereby certify:

WHEREAS, the amount of the capital contributions of the limited partners is increased, Paragraph 10 is hereby amended to read as follows:

"10. Additional Limited Partners may be admitted to the Limited Partnership upon acceptance by the General Partners and the payment to the Limited Partnership by the additional Limited Partners of the amount of \$70,500 per additional Limited Partnership Interest," and

WHEREAS, the number of Limited Partnership Interests has increased, Paragraphs 11 and 12 are hereby amended to read as follows:

"11. Each additional Limited Partnership Interest will receive .1875% of the net profits and losses of the Limited Partnership, totalling ninety-five (95%) for the Limited Partners as a group.

"12. The Limited Partner may withdraw their contributions upon the sale of all of the Limited Partnership assets or upon the dissolution and liquidation of the Limited Partnership, and for each Limited Partnership Interest shall receive .09375% of the net profits and losses of the Limited Partnership, totalling seventy-five (75%) for the Limited Partners as a group." and,

WHEREAS, the General Partners have admitted additional Limited Partners to the Partnership;

PARAGRAPH 10 is hereby deleted and Paragraph 5 is hereby amended to read as follows:

"5. The names, places of residence and amounts of contributions of the limited partners interested in the Limited Partnership are:

Names and Addresses of New Partners	Amount of Contribution
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SEE ATTACHED LIST

STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORDING
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REC'D PH
RECORDING

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Names and Addresses of New Partners	Amount of Contribution
Mr. Oliver W. Aldridge Ms. Marilyn J. Aldridge 1508 West Washtenau Lansing, Michigan 48915	\$35,250
Mr. Marvin C. Battcher Ms. Phyllis I. Battcher 716 Paddock Lane Libertyville, Illinois 60048	\$35,250
Mr. Bruce C. Beck 2300 Terry Drive Newtown, Pennsylvania 18940	\$70,500
Mr. James M. Buchanan Ms. Jane F. Buchanan 1725 Quarton Birmingham, Michigan 48009	\$70,500
Mr. Roy D. Bullinger 1215 Jill Peak Road Sleepy Hollow, Illinois 60118	\$35,250
Mr. Charles V. Chaffee Ms. Karen J. Chaffee 1105 Summit Avenue Bluffton, Indiana 46714	\$282,000
Mr. Clifford W. Chaffee Route #2, 150 North Churubusco, Indiana 46723	\$282,000
Ms. Elizabeth R. Cummings 135 Church Road Winnetka, Illinois 60093	\$70,500
Edward J. Engle, Jr. Ms. Jennifer L. Engle One Birnwick Adrian, Michigan 49221	\$70,500
Mr. Neil K. Evans 18740 Shaker Boulevard Shaker Heights, Ohio 44122	\$70,500
Mr. Henry J. Farber 4546 North Moody Chicago, Illinois 60630	\$35,250

Names and Addresses of New Partners	Amount of Contribution
Gateway One Associates 515 Dekalb Avenue Sycamore, Illinois 60178	\$176,250
Ms. M. Joyce Hartle 1000 Westwood Birmingham, Michigan 48009	\$35,250
Paul Q. Herwick, M.D. 2420 West Downer Place Aurora, Illinois 60506	\$35,250
Mr. Wayne K. Hultmark 108 West Constance Lane Countryside, Illinois 60525	\$70,500
Mr. Bernard J. Ignatius 24430 West Highway 120 Grayslake, Illinois 60030	\$35,250
Dr. and Mrs. Paul Keller 2800 Woodmere Goshen, Indiana 46526	\$70,500
Daniel L. Lankin, M.D. 10718 Schlottman Drive Loveland, Ohio 45140	\$70,500
Mr. Samuel E. LoPresto Ms. Charlotte C. Koger 1140 Michigan East Lansing, Michigan 48823	\$35,250
Mr. Eugene Maurey 4557 West 60th Street Chicago, Illinois 60629	\$70,500
Mr. Robert F. Medina 2870 Cherokee Lane Riverwoods, Illinois 60015	\$35,250
Mr. Mervin E. Muller 4171 Clairmont Road Upper Arlington, Ohio 43220	\$35,250
Mr. David Noparstak 9315 North Karlov Skokie, Illinois 60076	\$35,250

Names and Addresses of New Partners	Amount of Contribution
Mr. David H. Owen Ms. Janet J. Owen 106 East Main Street Avon Park, Florida 33825	\$35,250
Mr. Eric L. Painter 190 Mayfair Drive Aurora, Illinois 60505	\$35,250
Mr. Joseph E. Pray 405 West Seminary Charlotte, Michigan 48813	\$35,250
Dr. Paravasthu Ramanujam Ms. Kathleen M. Ramanujam 10503 West Thunderbird Boulevard Number 3 Sun City, Arizona 85351	\$70,500
Ms. Evelyn Richtiger 225 Lake Boulevard Buffalo Grove, Illinois 60089-4389	\$141,000
Mr. John Mark Schrag Ms. Nancy A. Schrag 1182 Carriage Way North East Lansing, Michigan 48823	\$35,250
Mr. Paul Semerad Ms. Glenda R. Semerad 4111 Sheraton Flint, Michigan 48504	\$35,250
Mr. Jack Siegel 9419 North Michael Court Morton Grove, Illinois 60053	\$35,250

Names and Addresses of New Partners	Amount of Contribution
Mr. William A. Simpson, Trustee William A. Simpson Living Trust U/A 12-05-79 246 South Main Street Sheridan, Michigan 48884	\$35,250
George F. Smith, M.D. 1430 North Arlington Heights Road Arlington Heights, Illinois 60004	\$35,250
Mr. Stanley R. Strasius Ms. Dalia K. Strasius 3750 Burns Courts Ann Arbor, Michigan 48105	\$35,250
M. David Sutton, M.D. Ms. Ruth M. Sutton 2335 North M-30 Sanford, Michigan 48657	\$35,250
Mr. Robert N. Swart Ms. Rosalind Swart 11397 Bishop Road Lansing, Michigan 48910	\$31,632
Ms. Shirley Swegles, Trustee of Shirley Jean Swegles Living Trust 2761 Electric Avenue Port Huron, Michigan 48060	\$35,250
Mr. Francis V. Sypniewski Ms. Caroll Sypniewski 24417 Andover Dearborn Heights, Michigan 48125	\$35,250
Mr. C. Richard Taber 216 North Chestnut Lansing, Michigan 48933	\$35,250
Mr. David A. Vaillancourt Ms. Patricia A. Vaillancourt 507 Woodridge Drive Avon, Indiana 46168	\$35,250
Mr. Randall M. Vitek Ms. Susan B. Vitek 16 W 572 Hillside Hinsdale, Illinois 60521	\$211,500

**Names and Addresses
of New Partners**

**Amount of
Contribution**

Mr. Richard S. Webster
635 Oakton
Des Plaines, Illinois 60018

\$70,500

Ms. Terri A. Wolf
3878 Pineknoll Drive
Okemos, Michigan 48864

\$35,250

DATED: FEBRUARY 5, 1986

GENERAL PARTNERS:

Robert W. Christoph
ROBERT W. CHRISTOPH

John F. Kennedy
JOHN F. KENNEDY

LIMITED PARTNERS:

ROBERT W. CHRISTOPH and JOHN F. KENNEDY, as Attorneys-in-Fact for the Limited Partners pursuant to powers granted in a power of attorney.

Robert W. Christoph
ROBERT W. CHRISTOPH

John F. Kennedy
JOHN F. KENNEDY

STATE OF ILLINOIS)
)SS
COUNTY OF COOK)

VERIFICATION

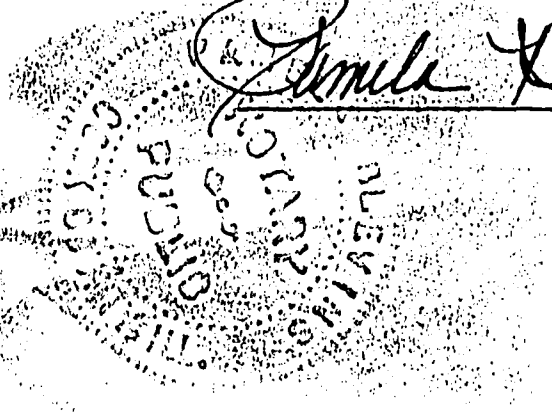
ROBERT W. CHRISTOPH and JOHN F. KENNEDY, being duly sworn, depose and say that they are the General Partners of BROADMOOR II ASSOCIATES, LTD., the Limited Partnership named and described in the foregoing Amended Certificate of Limited Partnership; that each have read the foregoing Amended Certificate of Limited Partnership and know the contents thereof; and, that the same is true of their own knowledge, except as to the matters therein stated to be alleged upon information and belief, and as to those matters, they believe it to be true.

Robert W. Christoph
ROBERT W. CHRISTOPH

John F. Kennedy
JOHN F. KENNEDY

SUBSCRIBED AND SWORN TO
before me this 5th day of
February, 1986.

Amelia Bennis



The Chrisken Group
345 North Canal Street
Suite 700
Chicago, IL 60606