

# 5-5000

Fifth Ave. Apts  
C/o Fern & Blank, Inc.  
126 E. Fifth St  
Michigan City, IN 46360

359369

FOURTH AMENDED AND RESTATED

CERTIFICATE OF LIMITED PARTNERSHIP OF  
FIFTH AVENUE APARTMENTS

992399

Pursuant to the laws of the State of Indiana, the under-  
signed do hereby amend the Certificate of Limited Partnership  
of FIFTH AVENUE APARTMENTS, said Certificate having been  
recorded of February 25, 1981 at 10:37 a.m., Instrument No.  
81-01344 in the Office of the Recorder of LaPorte County,  
Indiana, and recorded on February 27, 1981 at 1:05 p.m. as  
Instrument No. 619385 in the Office of the Recorder of Lake  
County, Indiana, as amended by the First Amended and Restated  
Certificate of Limited Partnership recorded on May 4, 1981 as  
Instrument No. 81-03475 in the Office of the Recorder of  
LaPorte County, Indiana, as recorded on April 30, 1981 as  
Instrument No. 626775 in the Office of the Recorder of Lake  
County, Indiana, as amended by the Second Amended and Restated  
Certificate of Limited Partnership recorded on August 5, 1981  
as Instrument No. 81-06821 in the Office of the Recorder of  
LaPorte County, Indiana, as recorded on August 7, 1981 as  
Instrument No. 639389 in the Office of the Recorder of Lake  
County, Indiana, as amended by the Third Amended and Restated  
Certificate of Limited Partnership recorded on  
September 2, 1981 as Instrument No. 81-07848 in the  
Office of the Recorder of LaPorte County, Indiana, as recorded  
on September 1, 1981 as Instrument No. 642529 in the Office of

CHICAGO TITLE INSURANCE CO. OF INDIANA  
INDIANA DIVISION

LILLIAN A. BLASTICK  
RECORDER, LAKE COUNTY  
CROWN POINT, INDIANA 46307

STATE OF INDIANA/S.S. NO.  
LAKE COUNTY  
AUG 5 19 1981  
FILED FOR RECORD

15.50  
CF

the Recorder of Lake County, Indiana, pursuant to the Indiana Uniform Limited Partnership Act, Indiana Code 1971, 28-4-2-1 et seq., and to comply with said Act, hereby make and sign the following Fourth Amended and Restated Certificate for that purpose.

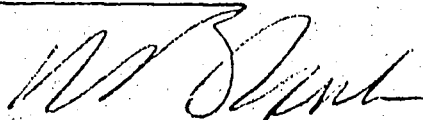
1. In order to reflect the assignment of certain interests by one of the Limited Partners and the admission to the Partnership of a Substitute Limited Partner, Schedule A is amended to provide as attached hereto.

2. In all other respects, the Certificate, as heretofore amended, shall remain in full force and effect.

WITNESS the execution hereof under seal as of the 25<sup>th</sup> day of July, 1988.

SPECIAL LIMITED PARTNER:  
LM Associates

GENERAL PARTNER:




Richard R. Blank

LIMITED PARTNERS:

Andrew Galef Partners  
John Edward Andrews Family Trust  
Stephen W. Blake  
Howard Brown  
Bradley C. Call  
Tad P. Callahan  
Thomas B. & Shelby F. Chong  
Brian H. Clague  
Joseph A. DeFilippi  
Gerald D. Ebner  
Catherine Ferrugia  
Anne H. Foster, Trustee  
Leonard H. Frank  
Kenneth D. & Elaine V. German  
Maryvonne Hemming  
Erwub L. & Arlene R. Hoffman

Sybil M. Jennings  
Paul H. & Hanne U. Jernstrom  
Stephen H. Kassel  
Charles D. & Rene C. Kempton  
Robert E. Lee  
Edward Linder  
Jerome L. Lipin  
Richard Marlowe  
Gordon L. McComb  
Ann Palmer  
Ridgewood Associates IV  
Paul B. Roberson  
David G. Rosenthal  
Stephen Stiefel, Trustee  
Swabro  
Ross Weiss

By:   
Richard R. Blank  
Attorney-in-Fact

FIFTH AVENUE APARTMENTS

Schedule A

Andrew Galef Partners The Spectrum Group, Inc. 11111 Santa Monica Blvd., 17th Fl. Los Angeles, CA 90025	1 unit	108,520
John E. Andrews John Edward Andrews Family Trust 4430 Park Alisal Calabasas, CA 91302	1/2 unit	54,260
Stephen W. Blake P.O. Box 997 Melrose, MA 02176	1/2 unit	54,260
Howard Brown 16827 Calahan St. Sepulveda, CA 91343	1/2 unit	54,260
Bradley C. Call 4539 Valley Spring Drive West Lake Village, CA 91362	1/2 unit	54,260
Tap P. Callahan, MD 2746 Lorencita Drive Santa Maria, CA 93455	1/2 unit	54,260
Thomas B. Chong & Shelby F. Chong c/o Joseph Mannis Mannis, Stambul, Satzman & Barbakow Suite 1010, 11661 San Vicente Blvd. Los Angeles, CA 90049	1/2 unit	54,260
Brian H. Clague, MD 850 E. Hampton Way Fresno, CA 93704	1 unit	108,520
Joseph A. DeFilippi, MD 36 Seventh Avenue, Suite 514 New York, NY 10011	1/2 unit	54,260
Gerald D. Ebner 210 So. Palisades, Suite 102 Santa Maria, CA 93454	1/2 unit	54,260
Catherine Ferrugia 52 Deepdene Road Forest Hills Garden, NY 11375	1/2 unit	54,260

Anne H. Foster, Trustee 780 Boylston Street, Apt. 9B Boston, MA 02199	1 unit	108,520
Leonard H. Frank President United Alloys & Steel Corp. P.O. Box 608 Buffalo, NY 14240	1 unit	108,520
Kenneth D. German & Elaine V. German Box 1848, Route 1 LaGrande, OR 97850	1/2 unit	54,260
Maryvonne Hemming 268 Jamaica Lane Palm Beach, FL 33480	1 unit	108,520
Erwin L. Hoffman, M.D. Arlene R. Hoffman, Trustees of Family Trust dtd. 9/24/74 3711 Surfwood Road Malibu, CA 90265	1/2 unit	54,260
Sybil M. Jennings 608 Amalfi Drive Pacific Palisade, CA 90272	1 unit	108,520
Paul H. Jernstrom, MD & Hanne U. Jernstrom 13 Southfield Drive Rolling Hills, CA 90274	1/2 unit	54,260
Stephen H. Kassel 3151 N. Millbrook Fresno, CA 93703	1 unit	108,520
Charles D. Kempton & Rene C. Kempton 1340 Carvo Court Los Altos, CA 94022	1/2 unit	54,260
Robert E. Lee R.E. Lee Mechanical Contracting Co. 2019 E. 17th Street Tucson, AZ 85719	1/2 unit	54,260
Edward Linder United Alloys & Steel Corp. P.O. Box 698 Buffalo, NY 14240	1/2 unit	54,260

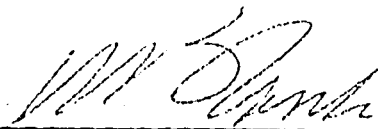
Jerome L. Lipin, M.D. 5511 W. 62nd St. Los Angeles, CA 90056	1 unit	108,520
Richard Marlowe, Trustee Richard Marlowe Trust u/a/d 3/23/87 Jodi International, Inc. 1450 Broadway, 23rd Fl. New York, NY 10018	1 unit	108,520
Gordon L. McComb, M.D. 3128 N.E. Alameda Portland, OR 97212	½ unit	55,260
Ann Palmer 270 St. Joseph Long Beach, CA 90803	1 unit	108,520
Ridgewood Associates IV c/o R.W. Cheesman Main Hurdman 55 East 52 St. New York, NY 10055	2 units	217,040
Paul B. Roberson Farm Equipment Co. of Asheville, Inc. 690 Riverside Drive P.O. Box 2745 Asheville, NC 28802	1 unit	108,520
David G. Rosenthal One Swallow Court East Brunswick, NJ 08816	1 unit	108,520
Stephen Stiefel, Trustee SMS Separate Properties No. 1 P.O. Box 8581 Rancho Santa Fe, CA 92067	1½ units	162,780
Swabro Attn: Herman Schwartzman P.O. Box M East Brunswick, NJ 08816	1 unit	108,520
Ross Weiss 4 Lilly Court Edison, NJ 08820	½ unit	54,260

STATE OF INDIANA

COUNTY OF LA PORTE

On this 25th day of July, 1988 before me appeared Richard R. Blank to me personally known to being by me duly sworn did say that he is the General Partner of Fifth Avenue Apartments, that he executed the foregoing instrument on behalf of Fifth Avenue Apartments, being fully authorized to do so, and the said Richard R. Blank acknowledged the foregoing instrument to be the free act and deed of said Partnership.

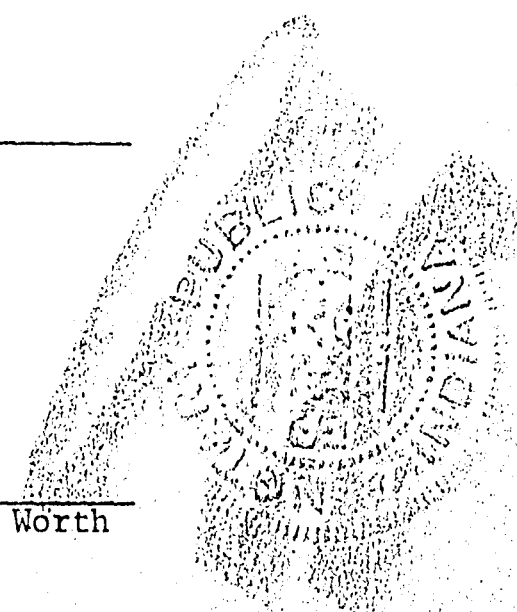
In testimony whereof, I have hereunto set my hand and affixed my official seal in the County and State aforesaid on the day and year first above mentioned.



Richard R. Blank  
General Partner



Notary Public Peggy A. Worth



My Commission Expires 2/19/92

My County of Residence is LaPorte

This instrument prepared by R. R. Blank