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AMENDED CERTIFICATE OF  
LIMITED PARTNERSHIP  
RECORDED  
DUNES PLAZA ASSOCIATES

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The undersigned, Samuel Sonnenschine, as the sole General Partner and Edgar Bergman, Morris Berkowitz, Raymond Reich, C E & D Partners and George Hirschfeld, as Original Limited Partners of DUNES PLAZA ASSOCIATES (the "Partnership"), whose Certificate that was duly filed in the Office of the County Clerk of Lake County, Indiana, on the 20th day of November, 1981, and which Certificate was subsequently amended by amendment filed in the Office of the County Clerk of Lake County, Indiana, on January 12, 1982, on November 22, 1982, and on January 3, 1983, desire to further amend the Certificate in the following manner:

Provision 1. The Partnership is hereby authorized to contract and purchase from Brandon Development Associates a Property consisting of 8.917 acres of land and improvements thereon, including a 107,400 square foot retail store, located in Hillsborough County, Florida.

Provision 2. Notwithstanding any other provision of this Partnership Certificate and any provision of law that otherwise so empowers the Partnership, shall not, without the prior written consent of The Bank of New York, as successor to NationsBank of Georgia, National Association, a national banking association, or any successor indenture trustee ("Indenture Trustee") under that certain Indenture and First Mortgage,

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C/C# 1365

Security Agreement and Assignment of Lease and Rents, dated as of July 1, 1993, and Brandon Development Associates (the "Indenture"), do any of the following:

a. engage in any business or other activity other than (i) the business of holding an interest in the Property (as defined in the Indenture) and the exercise of rights under and the performance of obligations under documents executed or to be executed by it pursuant to the Operative Documents (as defined in the Indenture), (ii) lawful business and activities expressly consented to by the Indenture Trustee, (iii) the making of Permitted Investments (as defined in the Indenture), (iv) activities incidental to any of the foregoing including the performance of activities necessary to maintain the Partnership's status as a partnership in good standing and (v) the paying of expenses otherwise permitted by the above;

b. dissolve or liquidate, in whole or in part;

c. consolidate or merge with or into any other entity or permit any entity to consolidate or merge into the Partnership or convey, transfer or lease its properties and assets substantially as an entirety to any other entity;

d. convey, transfer or lease its properties and assets substantially as an entirety to any entity, unless such conveyance or transfer, or lease is made in accordance with the terms and conditions of the Indenture;

e. contract for, create or assume any indebtedness other than pursuant to or under the Operative Documents;  
or

f. institute proceedings to be adjudicated as bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against it, or file a petition seeking any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Partnership or a substantial part of its property, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take any corporate action in furtherance of any such action.

Provision 3. The Partnership shall not, without the prior written consent of each of the Indenture Trustees amend, alter, change or repeal this Partnership Agreement.

DUNES PLAZA ASSOCIATES, LTD.  
an Indiana limited partnership

Document is  
NOT OFFICIAL

By:   
Samuel Sonnenschine  
General Partner

This Document is the property of  
the Lake County Recorder!

STOP

DATED: New York, New York  
March 4, 1997

STATE OF NEW YORK )



s.s.:

COUNTY OF NEW YORK)

On this 4th day of March, 1997, before me personally came Samuel Sonnenschine, to me known, who being by me duly sworn, did depose and say that he is the General Partner of Dunes Plaza Associates, Ltd., and member of the Board of Directors of Dunes Plaza Associates, Ltd., the corporation described in the foregoing instrument and that he affixed his name by order of the Board of Directors of the corporation.

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BENJAMIN HAGER  
Notary Public, State of New York  
No. 6723640  
Qualified in Rockland County  
Commission Expires February 28, 1997

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321 B'way  
NY NY 10007