

CERTIFICATE OF AMENDMENT TO REGISTRATION

0151580.08

OF

FOREIGN LIMITED PARTNERSHIP

John Y. Brown III
Secretary of State
Received and Filed
12/29/2000 09:28 AM
Fee Receipt: \$60.00


To the Kentucky Secretary of State:

For the purpose of amending the Registration of a Foreign Limited Partnership pursuant to the provisions of Chapter 362 Kentucky Revised Statutes, the undersigned hereby affirms under the penalties of perjury the following:

- (1) The name of the foreign limited partnership: WXI/MCN Real Estate X Limited Partnership
- (2) The name under which the partnership is registered to do business in Kentucky: WXI/MCN Real Estate X Limited Partnership.
- (3) The date the partnership was formed and state of formation: Delaware. November 19, 1980
- (4) The date the application to do business in Kentucky was filed: November 19, 1980
- (5) The Amendments adopted: Amendment 2: The name of the agent for Service of Process is: CT Corporation System. C/O CT Corporation System Kentucky Home Life Building, Louisville Kentucky 40202

Signed

Dated



12/13/00

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE



STATEMENT OF CONSENT OF REGISTERED AGENT

Pursuant to the provisions of KRS Chapter 271B, 273, 275 or 362, the undersigned hereby consents to act as registered agent on behalf of the business entity named below and for that purpose submits the following statements:

1. The business entity is a corporation (KRS 271B or KRS 273)
 a limited liability company (KRS 275)
 a limited partnership (KRS 362)

2. The name of the business entity is

WCI/MCN Real Estate X Limited Partnership

3. The state or country of incorporation, organization or formation is Delaware

4. The name of the initial registered agent is

CT Corporation System

5. The street address of the registered office address in Kentucky is

Kentucky Home Life Building, Louisville KY 40202

City

State

Zip Code

Jennifer Morgan
Signature of registered agent
Special Asst. Secretary
Type or Print Name & Title, if applicable
Date: December 01, 2000

C T CORPORATION SYSTEM FULFILLMENT REQUEST FORM

To: KENTUCKY SOS From: Eve K. Green
Date: 12/13/99 Office: NY Team Team #: II
Order #: 2254168 Telephone #: 212 589-8200 Fax #: 212 582-9290

Target: _____ Domestic State: _____
1 WOOLBACH REAL ESTATE X LIMITED PARTNERSHIP _____
2 _____ _____
3 _____ _____
4 _____ _____

Please File: THE CERTIFICATE OF AMENDMENT

Check attached in amount of \$ 60.00 24-hour
 Advance fees Expedite with required fee SAME DAY

Please obtain: _____
_____ Good Standing/Existence/Authorization: _____ with Tax Short form
_____ Certified copies of: _____ Long form
_____ Other: _____
 Other: Evidence of the Filing

Additional instructions:
Good Morning Kentucky Sos, How Are You.
I Appreciate Your Help, Have A Good Day.

Delivery Instructions:
Send to: Return to me Customer/Counsel Other (see above)
Via: _____
 Regular Mail FedEx # _____ Pouch

Customer/Counsel:
Counsel: _____
Firm: _____
Address: _____
Telephone #: _____
Fax #: _____

Processing information:
Log #: _____ Entered by: _____
Date Received: _____
Date Returned: _____
Disbursement \$ _____ Check #: _____
Disbursement \$ _____ Check #: _____
FedEx Charge \$ _____ Tracking # _____
Fax Charge _____ Other: _____