

0151580.08

Certificate of Amendment to Registration of Foreign Limited Partnership

John Y. Brown III
Secretary of State

Received and Filed
07/19/2000 09:54 AM

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:


Fee Receipt: \$60.00
Grace - FPAA

- (1) The name of the foreign limited partnership: McNeil Real Estate Fund X, Ltd.
- (2) The name under which the partnership is registered to do business in Kentucky: McNeil Real Estate Fund X, Ltd.
- (3) The date the partnership was formed and state of formation:
November 19, 1980 California
- (4) The date the application to do business in Kentucky was filed:
November 19, 1980
- (5) The Amendments adopted:

" (1) The name of the foreign limited partnership: WXI/MCN Real Estate X Limited Partnership" and

" (5) The name of the general partner of the foreign limited partnership: WXI/MCN Gen-Par I, L.L.C."

GENERAL PARTNER:
WXI/MCN Gen-Par I, L.L.C.

By: 
Name: Alan Kawa
Title: vice president

CT Corporation System - Fulfillment Request Form

To: **KENTUCKY REP**
Date: **7/18/00**
Order #: **2254168**

Sy Stale

From: **Eve K. Harrison**
Office: **NY Team 2**
Telephone #: **212 590-9200 EXT2206**

Team #: **11**
Fax #: **212 590-9290**

Target:	Domestic State:
1 McNeil Real Estate Fund X, Ltd	
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Please File: **CERTIFICATE OF AMENDMENT**

Check attached in amount of \$ _____
 Advance the Fees Expedite with Required Fee 24-hour
 Same Day

Please obtain:

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

Additional Instructions:
**Good Morning KENTUCKY, How Are You, Please Fax A Copy To Counsel.
I Appreciate Your Help, Have A Good Day!!**

Delivery Instructions:

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

Customer/Counsel:

Counsel: **Lauren Hunt**
 Firm: **Sullivan & Cromwell**
 Address: **125 Broad Street**
New York, New York 10004-2490
 Telephone #: _____
 Fax #: **212 558-3588**

Processing information:

Log #: 0 _____ Entered by: _____
 Date Received: _____
 Date Returned: _____
 Disbursement \$ _____ Check #: _____
 Disbursement \$ _____ Check #: _____
 FedEx Charge \$ _____ Tracking #: _____
 Other: _____