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GREENVILLE CO. S.C.  
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LAING VILLAGE, A LIMITED PARTNERSHIP  
AMENDED AND RESTATED  
LIMITED PARTNERSHIP AGREEMENT AND CERTIFICATE

AGREEMENT OF AMENDMENT, dated this 26th day April 1978 by and between John Laing America Inc., a Delaware corporation, as general partner, and George L. Aulbach as limited partner. Whereas, pursuant to a Limited Partnership Agreement and Certificate dated April 14, 1978 and recorded in the Clerk's office Superior Court, Fulton County, Georgia on April 17, 1978 Laing Village, a limited partnership was formed; and

WHEREAS, the purpose of this amendment and certificate to the said limited partnership agreement is to (1) have Exhibit A attached hereto be recorded in the Clerk's office Superior Court, Fulton County, Georgia and be made a part hereof and (2) to conform the Limited Partnership Agreement and Certificate to requirements of Greenville County for recordation of the Limited Partnership Agreement and Certificate therein.

NOW, THEREFORE, for and in consideration of \$5.00 and the mutual covenants hereunder, the following amendment to limited partnership agreement and certificate or hereby made;

(1) Exhibit A attached hereto is made a part of the Limited Partnership Agreement and Certificate of Laing Village, a limited partnership and (2) this agreement is being executed with the formalities required for recordation in Greenville County, South Carolina.

Except as herein amended the Limited Partnership Agreement and Certificate of Laing Village, A Limited Partnership is restated and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals this 26th day of April, 1978.

GEORGIA, Fulton County, Clerk's Office Superior Court  
Filed & Recorded, 27 Apr 1978 at 8:57A M.,

*Barbara J. Price* CLERK

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