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**ELEVENTH AMENDMENT TO DECLARATION OF CONDOMINIUM
OF SARATOGA OFFICE CENTER, A CONDOMINIUM**

DAUPHIN CO.
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THIS ELEVENTH AMENDMENT is made as of the 26th day of March, 1998, by Saratoga Properties, a Pennsylvania general partnership (the "Declarant").

RECITALS :

The background to this Amendment is as follows:

R-1. Pursuant to a certain Declaration executed by the Declarant, and recorded on June 16, 1988 in the Recorder of Deeds Office in Dauphin County, Pennsylvania in Deed Book 1130, Page 20 (the "Declaration"), Declarant submitted to the provisions of the Pennsylvania Uniform Condominium Act, 68 Pa.C.S. § 3101 et seq. (the "Act") certain real estate described in Exhibit A to the Declaration and created a flexible condominium known as Saratoga Office Center, a Condominium (the "Condominium").

R-2. The Declaration has since been amended by the following:

1. First Amendment to Declaration of Condominium dated and recorded August 31, 1988 in Dauphin County Record Book 1167, Page 561;

2. Second Amendment to Declaration of Condominium dated and recorded June 6, 1990 in Dauphin County Record Book 1434, Page 191;

3. Third Amendment to Declaration of Condominium dated and recorded September 28, 1990 in Dauphin County Record Book 1482, Page 206;

4. Fourth Amendment to Declaration of Condominium dated and recorded November 18, 1993 in Dauphin County Record Book 2106, Page 085;

5. Fifth Amendment to Declaration for Saratoga Office Center, a Condominium, dated and recorded June 15, 1995 in Dauphin County Record Book 2425, Page 328.

6. Sixth Amendment to Declaration for Saratoga Office Center, a Condominium, dated December 14, 1995 and recorded December 14, 1995 in Dauphin County Record Book 2531, Page 303;

7. Seventh Amendment to Declaration for Saratoga Office Center, a Condominium, dated June 11, 1996 and recorded June 14, 1996, in Dauphin County Record Book 2638, Page 41;

8. Eighth Amendment to Declaration for Saratoga Office Center, a Condominium, dated September 13, 1996 and recorded September 13, 1996, in Dauphin County Record Book 2698, Page 320;

9. Ninth Amendment to Declaration for Saratoga Office Center, a Condominium, dated March 13, 1997 and recorded March 27, 1997, Dauphin County Record Book 2815, Page 081;

10. Tenth Amendment to Declaration of Condominium of Saratoga Office Center, a Condominium, dated September 30, 1997 and recorded in Dauphin County Record Book 2942, Page 260, which amendment withdrew Tract 3 from the Condominium (the "Tract 3 Tenth Amendment"); and

11. Tenth Amendment to Declaration of Condominium for Saratoga Office Center, a Condominium, dated September 30, 1997 and recorded in Dauphin County Record Book 2943, Page 023, which amendment extended the time to withdraw or convert Tract 2 of the Condominium (the "Tract 2 Tenth Amendment").

The Declaration of Condominium and Declaration Plans referred to in Paragraph R-1 above and the aforementioned Amendments to Declaration of Condominium and amendments to the Declaration Plans referred to in this Paragraph R-2 are hereinafter collectively referred to as the "Declaration".

R-3. Pursuant to Article XVI of the Declaration, Declarant, as the original declarant, reserved the right to convert or withdraw from the Condominium all or any portions of the Convertible and Withdrawable Real Estate described on Exhibits A, D and E of the Declaration, without the consent of any unit owner or any holder of any mortgage on any unit.

R-4. The Condominium is divided into three (3) tracts, the first of which has been developed. Tract 2 is currently undeveloped real estate, and Tract 3 has been withdrawn from the Condominium.

R-5. In accordance with the rights which have been reserved in the Declaration., Declarant now desires to withdraw from the Condominium that portion of Convertible and Withdrawable Real Estate described as Tract 2 on Exhibits A, D and E of the Declaration, the legal description of which is attached hereto as Exhibit 1 and incorporated herein by reference.

R-6. All capitalized terms used herein which are not defined herein shall have the meanings specified in Article II of the Declaration.

NOW, THEREFORE, pursuant to the provisions of Article XVI of the Declaration and of § 3212 of the Act, Declarant hereby withdraws Tract 2, as such Tract 2 is described on Exhibits A, D and E, including all of the improvements erected thereon, from the provisions of the Act and from the Condominium and declares that the same shall no longer be a part of the Condominium or of the Property. Declarant further declares, pursuant to § 3212 of the Act, that the Declaration is hereby amended as follows:

1. The term "Plats and Plans" as defined in Section 2.2 of the Declaration shall henceforth mean the Plats and Plans attached to the Declaration insofar as they relate to Tract 1 on Exhibit A. The terms Plats and Plans shall exclude Tract 2 as it appears on Exhibits A, D and E of the Declaration.

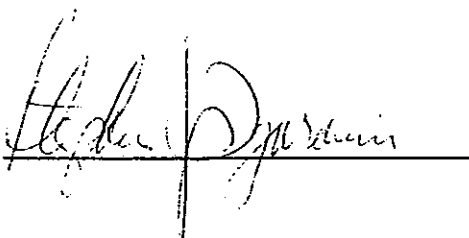
2. The Percentage Interests appurtenant to each Unit which, after withdrawal of the Convertible and Withdrawn Real Estate remains a part of the Condominium, shall remain the same and is accurately reflected on Exhibit C of the Declaration.

3. Except as specifically amended hereby, the Declaration remains in full force and effect in accordance with its terms.

4. In the event any one or more of the provisions contained in this Amendment shall for any reason be held to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect any other provisions of this Amendment, but this Amendment shall be construed as if such invalid, illegal or unenforceable provisions had never been contained herein.

IN WITNESS WHEREOF, the Declarant has executed this Amendment the day and year first above written.

WITNESS:



A handwritten signature in cursive script, appearing to read "Hedra D. [unclear]", is written over a horizontal line.

DECLARANT

Saratoga Properties, a Pennsylvania
general partnership

By: 
General Partner

STATE OF PENNSYLVANIA :

COUNTY OF DAUPHIN :

On the 26th day of March, 1998, before me, the undersigned officer, personally appeared Alvin Firestone, general partner of Saratoga Properties, a Pennsylvania general partnership, and that he, as such general partner, being authorized to do so, executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Lisa R. Rowe

Notary Public
My Commission Expires:
(SEAL)

NOTARIAL SEAL
LISA R. ROWE, Notary Public
City of Harrisburg, Dauphin County
My Commission Expires July 12, 2001

TRACT 2

All that certain portion of land situated in the Township of Susquehanna, County of Dauphin, State of Pennsylvania and being part of the premises described in Exhibit A bounded and described as follows:

Beginning at a point, said point being the northwestern property corner of the lands described in Exhibit A also, said point lying on the southern right-of-way line of Linglestown Road (S.R. 39). Thence along an arc curving to the left and having a radius of 5779.65 feet a distance of 162.38 feet to a point, thence, along a line North 06 degrees, 13 minutes and 10 seconds West a distance of 10.00 feet to a point, thence, along an arc curving to the left and having a radius of 5969.65 feet a distance of 35.80 feet to a point, thence, along an arc curving to the right and having a radius of 35.00 feet a distance of 22.38 feet to a point, thence, along a line South 06 degrees, 58 minutes and 35 seconds East a distance of 20.00 feet to a point, thence, along an arc curving to the left and having a radius of 133.00 feet a distance of 20.00 feet to a point, thence, along a line South 15 degrees, 01 minute and 33 seconds East a distance of 140.57 feet to a point, thence, along an arc having a radius of 166.00 feet a distance of 86.91 feet to a point, thence, along a line South 45 degrees, 01 minute and 35 seconds East a distance of 79.87 feet to a point, thence, along a line South 74 degrees, 41 minutes and 01 seconds West a distance of 55.64 feet to a point, thence along a line North 43 degrees, 25 minutes and 00 seconds West a distance of 48.93 feet to a point, thence, along a line North 60 degrees, 21 minutes and 55 seconds West a distance of 58.98 feet to a point, thence, along a line North 33 degrees, 52 minutes and 51 seconds West a distance of 103.85 feet to a point, thence, along a line North 39 degrees, 14 minutes and 55 seconds West a distance of 160.42 feet to a point, thence, along a line North 58 degrees, 31 minutes and 11 seconds West a distance of 77.30 feet to a point, thence, along a line North 04 degrees, 36 minutes and 30 seconds West a distance of 72.61 feet to a point, said point being the point and place of beginning.

Containing 53,014.33 square feet (1.2170 ac.) more or less.