

Filing Fee: \$50.00

ID Number: 50110



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

LIMITED PARTNERSHIP

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP**

The undersigned, desiring to amend the Certificate of Limited Partnership under and by virtue of the power conferred by Section 7-13-9 of the General Laws of Rhode Island, 1956, as amended, hereby execute the following Certificate of Amendment to the Certificate of Limited Partnership:

1. The name of the limited partnership is:

The Gateway Limited Partnership

2. The date of filing of the Certificate of Limited Partnership is **October 30, 1986**

3. The Certificate of Limited Partnership (as previously amended) See Attachment

See Attachment

(List dates of prior amendment(s), if applicable. If none, so state.)

is amended as follows:

[Insert amendment]

See Attachment

FILED

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By

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4. This Certificate of Amendment is signed by at least one general partner and, if applicable, by each other general partner designated herein as a new general partner.

Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Amendment to the Certificate of Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 11/20/07

The Gateway Limited Partnership
Print Name of Limited Partnership

By its General Partner, The Gateway GP, Inc.

By Robert J. Kielbasa
Robert J. Kielbasa, President

By _____

By _____

By _____

By _____

**NINTH AMENDMENT TO THE AMENDED AND
RESTATED CERTIFICATE AND AGREEMENT OF
LIMITED PARTNERSHIP OF
THE GATEWAY LIMITED PARTNERSHIP**

This Ninth Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership of the Gateway Limited Partnership (the "Partnership") dated as of August 1, 2007, is made and entered into by The Gateway GP, Inc., the sole general partner of the Partnership (the "General Partner").

BACKGROUND

On October 30, 1986, a Certificate and Agreement of Limited Partnership of the Partnership was filed with the Secretary of State of the State of Rhode Island, whereby Van Liew Development Corporation as General Partner and Jeffere F. Van Liew as Initial Limited Partner, formed a limited partnership pursuant to Rhode Island law.

On June 18, 1987, a First Amendment to the Certificate and Agreement of Limited Partnership of the Partnership was filed with the Secretary of State of the State of Rhode Island pursuant to which the name of the Partnership was change from Tower Triangle Limited Partnership to the Gateway Limited Partnership, and the terms and provisions governing the Partnership were ratified and confirmed in their entirety.

On November 3, 1987, an Amended and Restated Certificate and Agreement of Limited Partnership was filed with Secretary of State of the State of Rhode Island, whereby Jeffere F. Van Liew withdrew as Initial Limited Partner, certain additional limited partners were admitted to the Partnership, and the terms and provisions governing the Partnership were amended and restated in their entirety.

On December 31, 1987, a First Amendment to the Amended and Restated Certificate of Limited Partnership of The Gateway Limited Partnership was filed with the Secretary of State of the State of Rhode Island in order to admit certain additional limited partners and to make certain other changes in said Agreement.

On October 2, 1995, a Second Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership was executed in order to admit The Gateway GP, Inc. as an additional general partner of the Partnership.

On November 20, 1995, a Third Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership was executed in order to provide that The Gateway GP, Inc. became the sole general partner of the Partnership.

On December 29, 1995, a Fourth Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership was executed in order to allow the Linda R. Jones Trust to transfer its limited partnership interest in the Partnership to Robert Kielbasa.

On December 23, 1997, a Fifth Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership was executed in order to allow George H. Allen and Mary Patnode-Allen to transfer their limited partnership interest in the Partnership to Robert Kielbasa.

On June 23, 1998, a Sixth Amendment to the Amended and Restated Certificate and Agreement of the Limited Partnership was executed in order to allow the Karpin Trust to transfer its limited partnership interest in the Partnership to Anchor Investment Associates, LLC.

On November 19, 2003, a Seventh Amendment to the Amended and Restated Certificate and Agreement of the Limited Partnership was executed in order to allow certain Limited Partners to transfer to the Partnership all of their respective limited partnership interests in and to the Partnership.

On March 31, 2006, an Eighth Amendment to the Amended and Restated Certificate and Agreement of the Limited Partnership was executed in order to allow the Chandler Cox Trust #13 to transfer all of its partnership interest in the Limited Partnership to Robert J. Kielbasa.

I. Antoinette Sutherland now wishes to transfer to the Partnership all of her limited partnership interest in and to the Partnership (constituting four point six two nine four percent (4.6294%) to be effective August 1, 2007. The General Partner wishes to consent to the above transfer and to further amend the Amended and Restated Certificate and Agreement of Limited Partnership to provide for such transfer.

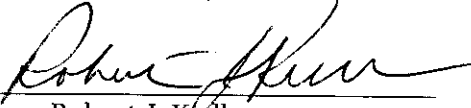
This Ninth Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership has been duly executed and is being filed in accordance with Section 7-13-9 of the Rhode Island Uniform Limited Partnership act, as amended or supplemented from time to time.

NOW, THEREFORE, in consideration of the mutual covenants herein contained, and intending to be legally bound hereby, the parties hereto agree as follows:

1. The Second Amended and Restated Schedule I of the Partnership Agreement is hereby amended to indicate that the ownership interests of the remaining partners shall be increased accordingly on a pro rata basis.
2. By its signature below, The Gateway GP, Inc. consents to the transfer of such limited partnership interest to the Partnership required by Section 7.01 of the Amended and Restated Certificate and Agreement of Limited Partnership of the Partnership.

IN WITNESS WHEREOF, the undersigned has executed this Agreement as of the date first above written.

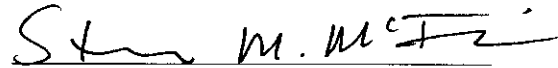
**GENERAL PARTNER:
THE GATEWAY GP, INC.**

By: 
Robert J. Kaelbasa
President

STATE OF RHODE ISLAND

COUNTY OF NEWPORT

In Newport on this 1st day of August, 2007, before me personally appeared Robert J. Kielbasa, to me known and known by me to be the party executing the foregoing instrument individually and in his capacity as President of The Gateway GP, Inc., and he acknowledged said instrument by him executed to be his free act and deed in said capacity and the free act and deed of said corporation.



Notary Public

My Commission Expires: 7/26/09

Gateway Ninth Amendment