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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

FILED

MAY 07 2009

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

By [Signature]
3:05
29-88933

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:

Rand Associates

2. The date of filing of the Certificate of Limited Partnership is March 23, 1981

3. The Certificate of Limited Partnership (as previously amended 6/24/81, 9/30/81, 11/13/92, 1/31/01, 7/31/02,)
12/8/03, 1/4/07, 5/9/08
is amended as follows: (List dates of prior amendment(s), if applicable. If none, so state.)

[Insert amendment]

The Certificate of Limited Partnership of Rand Associates is amended as shown in the Eighth Amendment attached hereto as Exhibit A.

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CORPORATIONS DIV

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.

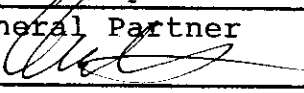
Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Amendment to the Certificate of Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: May 6, 2009

Rand Associates

Print Name of Limited Partnership

By Ferland Corporation
a General Partner

By 
William R. Thornley
President

By _____

By _____

By _____

EXHIBIT A

**EIGHTH AMENDMENT TO THE AMENDED AND RESTATED
CERTIFICATE AND AGREEMENT OF THE LIMITED PARTNERSHIP OF
RAND ASSOCIATES**

THIS EIGHTH AMENDMENT to the Amended and Restated Certificate and Agreement of the Rhode Island Limited Partnership of Rand Associates (the "Partnership"), originally filed with the Secretary of the State of Rhode Island on March 23, 1981 and thereafter amended and restated in accordance with the terms and conditions thereof, is entered into by the undersigned as of the 30th day of April, 2009.

WHEREAS, on January 31, 2009, Raymond J. Hill, a limited partner of the Partnership, died;

WHEREAS, at the time of his death, Raymond J. Hill was the owner of one Unit in the Partnership;

WHEREAS, the Estate of Raymond J. Hill has requested that the interest of Raymond J. Hill in the Partnership, to wit, one Unit, be assigned and transferred to his surviving spouse, Elizabeth Hill; and

WHEREAS, Elizabeth Hill has accepted the assignment and transfer.

NOW THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Amended and Restated Certificate and Agreement of the Partnership are amended as follows:


1. The Estate of Raymond J. Hill hereby resigns and withdraws from the Partnership, and assigns its limited partnership interest in the Partnership, to wit, one Unit, to Elizabeth Hill, as reflected in the Schedule A attached hereto.
2. The Partnership and its General Partners have approved the substitution of Elizabeth Hill as a Limited Partner in the Partnership in the place of the Estate of Raymond J. Hill.
3. Elizabeth Hill, in her capacity as a Limited Partner of the Partnership, hereby assumes the duties and liabilities of the Estate of Raymond J. Hill with respect to the Partnership, and accepts all the terms and provisions of the Amended and Restated Certificate and Agreement of Limited Partnership of the Partnership.

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4. Pursuant to the provisions of the Amended and Restated Certificate and Agreement of the Partnership, one of the General Partners of the Partnership is authorized to execute this Amendment on behalf of the Partners of the Partnership.
5. Schedule A of the Amended and Restated Certificate and Agreement of the Partnership is hereby duly amended to reflect that Elizabeth Hill is the owner of one Unit in the Partnership.
6. The Estate of Raymond J. Hill is hereby duly removed from Schedule A of the Amended and Restated Certificate and Agreement of the Partnership.
7. Except as expressly amended hereby, the Amended and Restated Certificate and Agreement of the Partnership remain in full force and effect, and are hereby ratified and affirmed by the remaining Partners.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands to this Amendment, which may be executed in counterparts, as of the day and year first above written.

Elizabeth Hill as a Limited
Partner of Rand Associates


Elizabeth Hill

STATE OF FLORIDA

COUNTY OF Palm Beach

: ss.:





On this 30 day of April, 2009, before me personally appeared Elizabeth Hill, to me known and known by me to be a Limited Partner of Rand Associates, and known by me

SCHEDULE A

RAND ASSOCIATES

AMENDED AND RESTATED CERTIFICATE AND AGREEMENT
OF LIMITED PARTNERSHIP

<u>INVESTOR</u> <u>LIMITED PARTNERS</u>	<u>UNITS</u>
Dorothy K. Berstein 20 Riverside Drive Narragansett, RI 02882	.5
John D. Crouchley Marital Trust c/o The Washington Trust Co. Rogean B. Makowski, Wealth Mgt. 23 Broad Street Westerly, RI 02891	1
Robert J. Crouse, M.D. 20 Gentian Drive Wakefield, RI 02879	.5
Ferland Corporation 85 Douglas Pike Smithfield, RI 02917	6
A. Austin Ferland 96 Port Circle Warwick, RI 02889	6.3
Debra Ferland 96 Port Circle Warwick, RI 02889	2.7
Albert Goldman 605 Middle Street, Unit 35 Braintree, MA 02184	1
Elizabeth Hill 83 Janice Road Warwick, RI 02886	1

Peter G. Jessel, M.D. .5
40 Brichall Drive
Scarsdale, NY 10583

B. Gordon Lisker .5
Jonette Jewelry
373 Taunton Avenue
East Providence, RI 02914

Francis L. McNelis, M.D. 1
37 Bagy Wrinkle Cove
Warren, RI 02855

Denis M. McNulty 1
80 Nichols Road
Cohasset, MA 02025

Norma M. Pezzelli 2
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