

Filing Fee: \$10.00



State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND
02903-1335

4944 9

CERTIFICATE OF CORRECTION
OF
APPLICATION FOR REGISTRATION
OF

LM ASSOCIATES

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-13-52 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby submits the following Certificate of Correction of its Application for Registration:

FIRST: A Certificate of Registration was issued to the limited partnership by your office on March 6, 1978, authorizing it to transact business in Rhode Island under the name of LM ASSOCIATES

SECOND: The Application for Registration is corrected or amended as follows:

(Insert correction or amendment)

Amended and Restated Certificate is attached hereto.

Handwritten notes and stamps including 'RECEIVED', 'SECRETARY OF STATE', 'PROVIDENCE, RHODE ISLAND', and '12/29/93'.

Dated December 9, , 19 93 .

LM ASSOCIATES
(Exact name of Limited Partnership submitting certificate)

By Mark E. Rubenstein
General Partner(s)
Mark E. Rubenstein

State of Pennsylvania

} Sc.

County of Philadelphia

At Philadelphia in said county on this 9th

day of December , 1993 , personally appeared before me

Mark E. Rubenstein ,

who, being by me first duly sworn, declared that he/~~she~~ is a General Partner of the

LM ASSOCIATES , that he/~~she~~ signed the foregoing

document as a General Partner of the limited partnership, and that the statements therein contained

are true.

NOTARIAL SEAL
PATRICIA C. ALTIMARI, Notary Public
City of Philadelphia, Phila. County
My Commission Expires Sept. 18, 1997

Patricia C. Altimari
Notary Public

APPLICANT'S ACCT. NO.
DSCB: 59-543(a) (Rev. 1-78)

Filing Fee: \$40
LTD-48
Amendment of Limited
Partnership Certificate

644300

(Line for numbering)

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this DEC 02 1993 day of _____, 19____
Commonwealth of Pennsylvania
Department of State

Secretary of the Commonwealth

(Box for Certification)

In compliance with the requirements of 59 Pa.C.S. § 543(a) (relating to requirements for amendment and for cancellation of certificate), the undersigned, desiring to amend a certificate of a limited partnership, hereby certify that:

1. The name of the partnership is:

LM Associates

2. The location of its principal place of business is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

1500 Washington Lane

(NUMBER)

(STREET)

Rydal

Pennsylvania

19046

(CITY)

(STATE)

(ZIP CODE)

3. The last preceding filing, if any, with respect to such partnership was made in the Department of State on

May 18, 1981

(DATE)

4. The amendment to the certificate of the partnership is as follows:

Attached hereto as Exhibit A is an Amended and Restated Certificate of Limited Partnership for the Partnership.

IN TESTIMONY WHEREOF, the undersigned partners have caused this amendment to be signed ^{on} this 30th day of November, 19 93.

_____	_____
(SIGNATURE)	(SIGNATURE)
_____	_____
(SIGNATURE)	(SIGNATURE)
_____	_____
(SIGNATURE)	(SIGNATURE)

[PLEASE REFER TO SEPARATE SIGNATURE PAGES ATTACHED HERETO]

INSTRUCTIONS FOR COMPLETION OF FORM:

- A. A limited partnership certificate shall be amended when:
 - (1) There is a change in the name of the partnership or in the amount or character of the contribution of any limited partner.
 - (2) A person is substituted as a limited partner.
 - (3) An additional limited partner is admitted.
 - (4) A person is admitted as a general partner.
 - (5) A general partner retires, dies, or becomes insane, and the business is continued under 59 Pa.C.S. § 534 (relating to effect of retirement, death, or insanity of a general partner).
 - (6) There is a change in the character of the business of the partnership.
 - (7) There is a false or erroneous statement in the certificate.
 - (8) There is a change in the time as stated in the certificate for the dissolution of the partnership or for the return of a contribution.
 - (9) A time is fixed for a dissolution of the partnership, or the return of a contribution, no time having been specified in the certificate.
 - (10) The members desire to make a change in any other statement in the certificate, in order that it shall accurately represent the agreement between them.
- B. This form shall conform to the requirements of form DSCB: 59-512 (Limited Partnership Certificate) as far as necessary to set forth clearly the change in the certificate which it is desired to make.
- C. If the partnership was not formed by a filing in the Department of State a properly completed form DSCB: 59-544 (Certificate of Summary of Record—Limited Partnership), unless previously filed, shall accompany this form.
- D. The amendment must be signed by all members, and an amendment substituting a limited partner or adding a limited or general partner shall be signed also by the member to be substituted or added, and when a limited partner is to be substituted, the amendment shall also be signed by the assigning limited partner.
- E. All information shall be typed or printed, in black ink.
- F. Make check payable to: Secretary of the Commonwealth. (CASH WILL NOT BE ACCEPTED).
- G. Send amendment and check to: Corporation Bureau, Department of State, Room 308 North Office Bldg., Harrisburg, Pa. 17120.

(small\amended.cer)

EXHIBIT A

LM ASSOCIATES

AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP

BACKGROUND

A. LM Associates (the "Partnership") is an existing limited partnership originally formed and organized on December 15, 1975 pursuant to the provisions of the Act of April 12, 1917, P.L. 55, known as "The Uniform Limited Partnership Act".

B. The partners of the Partnership (the "Partners") have filed in the Department of State of the Commonwealth of Pennsylvania the following documents (together, the "Prior Certificate Filings"): (1) Certificate of Summary of Record dated April 19, 1976, filed June 30, 1976; (2) Amendment to the Certificate of Limited Partnership of LM Associates dated March 6, 1976, filed June 30, 1976; (3) Amendment to the Certificate of Limited Partnership of LM Associates dated November 22, 1976, filed December 27, 1976; and (4) Amendment to the Certificate of Limited Partnership of LM Associates dated August 3, 1978, filed May 18, 1981.

C. The Prior Certificate Filings reflect and identify, among other Partners named therein, the following Limited Partners (called herein the "Locust Group Limited Partners"): Benjamin A. Strouse, Sydney N. Greenberg, Jr., Edward S. Brown, John J. Tierney, II, Howard I. Abrams, Joseph Straus, Jr. and Ernest A. Wershoven. Prior to the date hereof the Locust Group Limited Partners, or their successors, have assigned their entire respective limited partnership interests in the Partnership to Locust Lincoln Mall Associates, a Pennsylvania partnership ("LLMA"), which has succeeded to all such interests and has been admitted to the Partnership as a Limited Partner thereof.

D. In order to reflect, among other matters, the admission of LLMA as a Limited Partner of the Partnership, the Partners now desire to amend and restate the Certificate of Limited Partnership of the Partnership in its entirety, and the Partners intend that this Amended and Restated Certificate of Limited Partnership shall supersede the Prior Certificate Filings in all respects.

CERTIFICATE

The Partners of the Partnership, by their execution of this Amended and Restated Certificate of Limited Partnership, hereby certify to the following, effective as of the 30th day of November, 1993:

1. The name of the Partnership is LM Associates.
2. The character of the business of the Partnership is to acquire, hold for investment and operate certain land, real and personal property, buildings and improvements located in Lincoln, Rhode Island and known as the Lincoln Mall (the "Property"), and, in connection therewith, to construct, demolish, renovate, improve, mortgage, service, lease, sell or otherwise deal in or with all or any part of the Property, and to do all things necessary or convenient to effect any of the foregoing.
3. The principal place of business of the Partnership shall be 1500 Washington Lane, Rydal, Pennsylvania 19046.
4. The name and address of each General Partner and each Limited Partner of the Partnership is the following:

GENERAL PARTNER

Mark E. Rubenstein
1500 Washington Lane
Rydal, Pennsylvania 19046

LIMITED PARTNERS

Mark E. Rubenstein
1500 Washington Lane
Rydal, Pennsylvania 19046

Alvin M. Rubenstein
1500 White Street
Key West, Florida 33040

Milton S. Wahl
1400 Woodbrook Circle
Wilmington, Delaware 19810

Locust Lincoln Mall Associates,
a Pennsylvania partnership
c/o Joseph Straus, Jr.,
General Partner
The Bellevue - 3rd Floor
200 South Broad Street
Philadelphia, Pennsylvania 19102

5. The term of the Partnership commenced on December 15, 1975 (the date of filing of its original Certificate of Limited Partnership), and shall continue until the earlier of: (a) the sale of all of the Property owned by the Partnership, or (b) the agreement of all Partners in writing to terminate the Partnership, but in no event prior to the repayment of all debt of the

Partnership.

6. The Partners or their predecessors in interest have contributed and have been credited with the following respective capital contributions to the Partnership in cash:

GENERAL PARTNER

<u>Name</u>	<u>Capital Contribution</u>
Mark E. Rubenstein	\$100

LIMITED PARTNERS

<u>Name</u>	<u>Capital Contribution</u>
Mark E. Rubenstein	\$750
Alvin M. Rubenstein	\$400
Milton S. Wahl	\$850
Locust Lincoln Mall Associates	\$500

7. The Limited Partners have agreed to make additional contributions to the capital of the Partnership or loans to the Partnership, proportionate among them in accordance with their respective percentage interests in the Partnership, if (but only if) the General Partner has determined such additional funds are required by the Partnership and the General Partner has called for the same in writing. The obligation to make additional contributions or loans as aforesaid is fully subject to the provisions of the First Modification to Limited Partnership Agreement dated March 30, 1977 (the "Partnership Agreement") in respect thereof and to the rights and remedies given to the Partners therein in the case of a failure of a Partner or Partners so to contribute or loan, and no creditor of the Partnership or other third party shall have or is in any way given any right to enforce the same, nor shall any such creditor or other third party be or be deemed to be a third party beneficiary thereof.

8. No time has been agreed upon when the contribution of any General or Limited Partner is to be returned.

9. The General and Limited Partners' respective shares of the profits of the Partnership are the following:

GENERAL PARTNER

<u>Name</u>	<u>Percentage</u>
Mark E. Rubenstein	1.00%

LIMITED PARTNERS

<u>Name</u>	<u>Percentage</u>
<u>"The Rubenstein Group"</u>	
Mark E. Rubenstein	39.00%
Alvin M. Rubenstein	16.00%
Milton S. Wahl	24.00%
 <u>"The Locust Group"</u>	
Locust Lincoln Mall Associates	20.00%

10. As more completely set forth in the Partnership Agreement, a Limited Partner may transfer or assign all or any portion of his interest in the Partnership to any other member of his respective "Group" (as identified in Paragraph 9 above), to his spouse, child or grandchild, to a trust for any of them, or to certain affiliates as described in the Partnership Agreement. No such transfer of an interest shall be effective unless and until (a) written notice of such transfer signed by the transferor and the transferee shall be given to the General Partner, and (b) the transferee shall have assumed all obligations of the transferor under the Partnership Agreement by written instrument acceptable to the General Partner. In addition to the foregoing, if a member of either Group receives a bona fide offer from a third person who is not then a member of the Partnership to purchase his entire interest in the Partnership, that member must first comply with a right of first refusal procedure (as more completely set forth in the Partnership Agreement) before he shall be permitted to proceed with the sale.

11. The right of Partners to admit additional limited partners is as described in Paragraph 10 above.

12. No Limited Partner has any priority over any other Limited Partner.

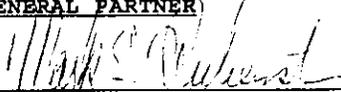
13. Neither the death nor retirement of a Partner nor the assignment or transfer of any Partner's interest nor the admission of new Partners shall operate to terminate the Partnership, it being the agreement of the Partners that, to the extent permitted by law, the business of the Partnership and its existence shall be continued by the remaining Partners notwithstanding such events. In the event of the resignation, death or incapacity of the General Partner, the Partnership shall continue and a successor to the General Partner shall be elected by the vote of a majority in interest of the Partners (including the owner or legal representative of the owner of the interest of the General Partner in question).

14. No Limited Partner has any right to demand or receive property other than cash in return for his contribution.

15. This Amended and Restated Certificate of Limited Partnership is executed by all present Partners of the Partnership and on behalf of former Partners of the Partnership pursuant to the provisions and authority contained in the Partnership Agreement, including specifically, but without limitation, the power and authority given to the General Partner therein to execute this instrument as attorney-in-fact for the Locust Group Limited Partners, or their successors, as named herein.

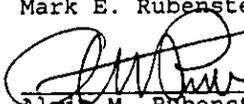
IN TESTIMONY WHEREOF, the undersigned Partners have caused this Amended and Restated Certificate of Limited Partnership to be signed as of this 30th day of November, 1993.

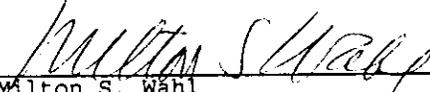
GENERAL PARTNER


Mark E. Rubenstein

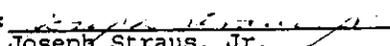
LIMITED PARTNERS


Mark E. Rubenstein


Alvin M. Rubenstein


Milton S. Wahl

LOCUST LINCOLN MALL ASSOCIATES,
a Pennsylvania partnership

By: 
Joseph Straus, Jr.
General Partner

ASSIGNING LIMITED PARTNERS

Benjamin A. Strouse, Sydney N. Greenberg, Jr., Howard I. Abrams, Joseph Straus, Jr., Edward S. Brown, John J. Tierney, II and Ernest A. Wershoven, or their successors, the Locust Group Limited Partners named herein, each by their duly constituted and appointed Attorney-in-Fact, MARK E. RUBENSTEIN

Mark E. Rubenstein

Mark E. Rubenstein
Attorney-in-Fact

STATE OF PENNSYLVANIA :
: SS.
COUNTY OF PHILADELPHIA :

ON THIS, the 30th day of November, 1993, before me, a Notary Public in and for the Commonwealth of Pennsylvania, the undersigned officer, personally appeared MARK E. RUBENSTEIN, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained.

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

Patricia C. Altman
Notary Public

[Notarial Seal]

My Commission Expires:

STATE OF PENNSYLVANIA :
: SS.
COUNTY OF PHILADELPHIA :

NOTARIAL SEAL
PATRICIA C. ALTMAN, Notary Public
City of Philadelphia, Phila. County
My Commission Expires Sept. 18, 1997

ON THIS, the 30th day of November, 1993, before me, a Notary Public in and for the Commonwealth of Pennsylvania, the undersigned officer, personally appeared ALVIN M. RUBENSTEIN, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained.

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

Patricia C. Altman
Notary Public

[Notarial Seal]

My Commission Expires:

NOTARIAL SEAL
PATRICIA C. ALTMAN, Notary Public
City of Philadelphia, Phila. County
My Commission Expires Sept. 18, 1997

STATE OF PENNSYLVANIA :
 :
COUNTY OF PHILADELPHIA : ss.

ON THIS, the 30th day of November, 1993, before me, a Notary Public in and for the Commonwealth of Pennsylvania, the undersigned officer, personally appeared MILTON S. WAHL, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained.

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

Patricia C. Altman
Notary Public

[Notarial Seal]

My Commission Expires:

STATE OF PENNSYLVANIA :
 :
COUNTY OF PHILADELPHIA : ss.

NOTARIAL SEAL
PATRICIA C. ALTMAN, Notary Public
City of Philadelphia, Philadelphia County
My Commission Expires Sept. 18, 1997

ON THIS, the 30th day of November, 1993, before me, a Notary Public in and for the Commonwealth of Pennsylvania, the undersigned officer, personally appeared JOSEPH STRAUS, JR., who acknowledged himself to be a General Partner of LOCUST LINCOLN MALL ASSOCIATES, a Pennsylvania partnership, and that he as such General Partner, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the Partnership by himself as General Partner.

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

Patricia C. Altman
Notary Public

[Notarial Seal]

My Commission Expires:

NOTARIAL SEAL
PATRICIA C. ALTMAN, Notary Public
City of Philadelphia, Philadelphia County
My Commission Expires Sept. 18, 1997

STATE OF PENNSYLVANIA :
 : SS.
COUNTY OF PHILADELPHIA :

ON THIS, the 30th day of November, 1993, before me, a Notary Public in and for the Commonwealth of Pennsylvania, the undersigned officer, personally appeared MARK E. RUBENSTEIN, known to me (or satisfactorily proven) to be the person whose name is subscribed to the foregoing instrument as Attorney-in-Fact for Benjamin A. Strouse, Sydney N. Greenberg, Jr., Howard I. Abrams, Joseph Straus, Jr., Edward S. Brown, John J. Tierney, II and Ernest A. Wershoven, or their successors, the Locust Group Limited Partners named therein, and acknowledged that he executed the same as the act of the principals so named for the purposes therein contained.

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

Patricia C. Altamari

Notary Public

[Notarial Seal]

My Commission Expires:

NOTARIAL SEAL
PATRICIA C. ALTAMARI, Notary Public
City of Philadelphia, Phila. County
My Commission Expires Sept. 1st, 1997

COMMONWEALTH OF PENNSYLVANIA



Department of State

December 20, 1993

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

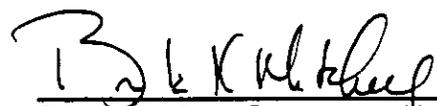
IN RE: LM ASSOCIATES

I, Dr. Brenda K. Mitchell, Secretary of the Commonwealth of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Amended Limited Partnership Certificate restating Certificate of Limited Partnership in its entirety

which appear of record in this department.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.


Secretary of the Commonwealth