

State of Rhode Island and Providence Plantations

CERTIFICATE

(LIMITED PARTNERSHIP)

Know all Men by These Presents, That we, INDEPENDENCE COMMON CORP.,
a Connecticut corporation, as General Partner, and MARCEL WEISS,
STEPHEN A. WEISS and ROBERT WEISS, as Limited Partners

desiring to form a limited partnership under and by virtue of the powers conferred by
Chapter 7-13 of the General Laws of Rhode Island, do solemnly swear that:

FIRST. The name of the partnership shall be
SOUND ASSOCIATES

SECOND. The character of the business conducted by the partnership shall be
the real estate business together with all other business necessary
or related thereto, including but not limited to the investment in
ownership, financing, leasing, operation, management, development,
improvement and the sale or transfer of real property.

THIRD. The principal place of business of the partnership shall be located at
180 Armistice Boulevard, Pawtucket, RI 02860
(No. Street, City or Town, State.)

FOURTH. General Partners Residence
(No. Street, City or Town, State.)

Independence Common Corp. 720 Milton Road
Rye, New York 10580

Limited Partners Residence
(No. Street, City or Town, State.)

Marcel Weiss Westerleigh Road, Purchase, N.Y. 10577
Stephen A. Weiss Cottage Avenue, Purchase, N.Y. 10577
Robert Weiss Nutmeg Drive, Greenwich, Connecticut

are the names and places of residence of all members of the partnership, both general and
limited, as respectively designated.

FIFTH. The term of existence of the partnership shall be from the date of
filing of this Certificate until December 31, 2023, unless sooner
terminated according to the terms of the partnership agreement.

SIXTH. The following items listed immediately below shall be the contribution of each limited partner.

Name of Limited Partner	Cash	Property other than Cash	Value
Marcel Weiss	\$100.00		
Stephen A. Weiss	\$100.00		
Robert Weiss	\$100.00		

SEVENTH. The items listed immediately below shall be the additional contributions, agreed to be made by each limited partner.

Name of Limited Partner	Cash	Property other than Cash	Value
The Limited Partners have not agreed to make any additional contributions; however, the limited partner may make additional contributions as agreed upon between the partners, provided, however, the limited partners percentage interest shall remain the same.			

and the times at which or the events on the happening of which said contributions shall be made shall be as determined among the partners.

EIGHTH. The contribution of each limited partner shall be returned from the capital or profits of the partnership as agreed upon between the partners.

NINTH. Each limited partner shall, by reason of his contribution, receive the percentage in the profit and loss of the Partnership as follows:

Marcel Weiss	- 49%
Stephen A. Weiss	- 49%
Robert Weiss	- 1%

TENTH. Each or any limited partner shall have the right to substitute an assignee as contributor in his place, subject to the following terms and conditions: Only upon the written approval of the general partners and according to the terms of the limited partnership agreement.

ELEVENTH. The partners shall.....have the right to admit additional limited partners.

TWELFTH. No ~~XXX~~ limited partner shall have the right to priority over the other limited partners as to contributions or as to compensation by way of income ~~and the nature of such priority shall be~~.....

THIRTEENTH. Upon the death, retirement or insanity of a general partner, the remaining general partner or partners shall have the right to continue the business.

FOURTEENTH. Any limited partner shall not...have the right to demand and receive property other than cash in return for his contribution.

In Testimony Whereof, We have hereunto set our hands and stated our residences this 18th day of JANUARY A. D. 19 80..

Name	Residence (No. Street, City or Town, State.)
Independence Common Corp.	720 Milton Road, Rye, N.Y. 10580
Marcel Weiss <i>Marcel Weiss</i>	Westerleigh Road, Purchase, N.Y. 10577
Stephen A. Weiss <i>Stephen A. Weiss</i>	Cottage Avenue, Purchase, N.Y. 10577
Robert Weiss <i>Robert Weiss</i>	Nutmeg Drive, Greenwich, Connecticut

NEW YORK
State of ~~Rhode Island~~ }
County of WESTCHESTER } In the City RYE } of NEW YORK
~~Town~~

in said county, this 18th day of JANUARY, A. D. 19 80.,
then personally appeared before me MARCEL WEISS
STEPHEN A. WEISS
ROBERT WEISS

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Matilda Marzoli
MATILDA MARZOLI
Notary Public, State of New York
No. 4541531
Qualified in Westchester County
Term Expires March 30, 1981
Notary Public.

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LIMITED PARTNERSHIP

CERTIFICATE
OF

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FILED IN THE OFFICE OF THE
SECRETARY OF STATE

FEB 11 1980 19

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