

Filing Fee: \$100.00



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State of Rhode Island and Providence Plantations

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

FOREIGN LIMITED PARTNERSHIP
APPLICATION FOR
CERTIFICATE OF REGISTRATION
OF

THE RMA SMITHFIELD/WALPOLE FAMILY LIMITED PARTNERSHIP

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the State of Rhode Island and for that purpose submits the following statement:

FIRST: The name of the limited partnership including without abbreviation the words limited partnership is The RMA Smithfield/Walpole Family Limited Partnership and, if different, the name which it proposes to register and transact business in the State of Rhode Island is Not Applicable (If not applicable, so state)

SECOND: It is organized under the laws of the Commonwealth of Massachusetts and the date of its formation is December 29, 1995

THIRD: The general character of the business it proposes to transact in Rhode Island is: Acquire, own, hold, sell, invest, reinvest and otherwise deal with investments of any type

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By [Signature] #55 154888

FOURTH: The Rhode Island address of its proposed agent for service of process on the foreign limited partnership is 123 Dyer Street, Providence, R. I. 02903

and the name of the agent resident in Rhode Island at that address is C T CORPORATION SYSTEM

FIFTH: The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable dilligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

SIXTH: The address of the office required to be maintained in the state of organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is c/o Harold E. Rubin, 25 Walnut Street, Wellesley, MA 02181

SEVENTH: The name and business address of each general partner (s):

General Partner (s)	Address (es)
The RMA Smithfield/Walpole Management Company, Inc.	c/o Harold E. Rubin
	25 Walnut Street
	Wellesley, MA 02181

EIGHTH: The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions c/o Harold E. Rubin, 25 Walnut Street, Wellesley, MA 02181

NINTH: A mailing address for the foreign limited partnership c/o Harold E. Rubin, 25 Walnut Street, Wellesley, MA 02181

TENTH: A statement of the aggregate capital contributions of the limited partner (s) \$861,300.00 of commercial real estate

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ELEVENTH: Such additional information as may be necessary or appropriate in order to enable the Secretary of State to determine whether such foreign limited partnership is entitled to a certificate of authority to transact business in this state and to determine and assess the fees payable as in this chapter prescribed.

THE RMA SMITHFIELD/WALPOLE FAMILY LIMITED PARTNERSHIP

CERTIFICATE OF LIMITED PARTNERSHIP

This Certificate of Limited Partnership of THE RMA SMITHFIELD/WALPOLE FAMILY LIMITED PARTNERSHIP (the "Partnership") dated as of October 1, 1995, is being duly executed and filed by RMA Smithfield/Walpole Management Company, Inc., the general partner, to form a limited partnership under the Massachusetts Revised Uniform Limited Partnership Act (Mass. Gen. Laws Ch. 109).

1. Name. The name of the Partnership is THE RMA SMITHFIELD/WALPOLE FAMILY LIMITED PARTNERSHIP.

2. General Character of Business. The Partnership will acquire, own, hold, sell, invest, reinvest and otherwise deal with investments of any type.

3. Registered Office. The address of the office the Partnership is required to maintain in the Commonwealth of Massachusetts is 25 Walnut Street, Wellesley, MA 02181.

4. Registered Agent. The name and address of the resident agent in the Commonwealth of Massachusetts is RMA Smithfield/Walpole Management Company, Inc. c/o Harold E. Rubin, CPA, 25 Walnut Street, Wellesley, MA 02181.

5. General Partner. The name of the general partner of the Partnership is RMA Smithfield/Walpole Management Company, Inc. The business address of the general partner of the Partnership is 25 Walnut Street, Wellesley, MA 02181.

6. Latest Date of Dissolution. The latest date upon which the Partnership is to dissolve is January 1, 2050.

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

RMA Smithfield/Walpole Management
Company, Inc.

By: Harold E Rubin
its President

FILED
DEC 29 1995
SECRETARY OF THE COMMONWEALTH
CORPORATIONS DIVISION

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A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 1/13/96 CLERK *[Signature]*

FEE PAID
\$200.00
DEC 29 1995

CASHIERS
SECRETARY'S OFFICE

William Francis Galvin

FORMATION

THE RMA SMITHFIELD/WALPOLE FAMILY LIMITED PARTNERSHIP
Name of Limited Partnership
Formation — ~~XXXXXX~~ Mass. General Laws, Chapter 109
Filed in the Office of the Secretary of State December 29, 1995