

Filing Fee: \$100.00

ID Number: 109700



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED PARTNERSHIP

CERTIFICATE OF LIMITED PARTNERSHIP
(To Be Filed In Duplicate Original)

The undersigned, desiring to form a limited partnership under and by virtue of the powers conferred by Section 7-13-8 of the General Laws, 1956, as amended, do execute the following Certificate of Limited Partnership:

1. The name of the limited partnership shall be:

56 Exchange Terrace Associates L.P.

(The name must contain the words "limited partnership" or the letters and punctuation "L.P.")

2. The address of the specified office in this state where the records of the limited partnership shall be kept is:

c/o Marsella Property Management, Inc., One Citizens Plaza, Suite 810, Providence, RI 02903

3. The name and address of the specified agent for service of process is John M. Boehnert, Esq.

(Name of Agent)

180 South Main Street

Providence

RI

02903

(Street Address, not P.O. Box)

(City/Town)

(Zip Code)

4. The name and business address of each general partner is:

General Partner

Business Address

56 Exchange Terrace Associates,
Inc.

c/o Marsella Property Management, Inc.

One Citizens Plaza, Suite 810, Providence, RI 02903

5. The mailing address for the limited partnership is c/o Marsella Property Management, Inc.

(Street Address)

One Citizens Plaza, Suite 810, Providence

RI

02903

(City/Town)

(State)

(Zip Code)

6. Any other matters the partners determine to include herein:

N/A

(If additional space is required, please list on separate attachment.)

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

56 Exchange Terrace Associates, Inc.

Date: 12/12/99

By [Signature]

Its: Vice President and Secretary

By _____

By _____

By _____

Signature(s) of all general partners named herein

Its: _____

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