

Filing Fee: \$50.00



9/601

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND
02903-1335

CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP

Be it Known to All by these Presents, That we, the undersigned, of Morrissey Associates.....
Limited Partnership.....

desiring to amend the Certificate of said partnership, under and by virtue of the power conferred by
Chapter 7-13-9 of the General Laws of Rhode Island hereby execute the following Certificate of
Amendment to its Certificate of Limited Partnership.

FIRST. The name of the Limited Partnership is Morrissey Associates Limited Partnership.....

SECOND. The date of the filing of the Certificate of Limited Partnership is.....

September 16, 1996

THIRD. The Certificate of Limited Partnership (as amended on.....

(List all dates of amendment or omit if not applicable)

is amended as follows:

(Insert amendment)

[SEE EXHIBIT A]

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
DEC 4 2 07 PM '98

(Over)

FILED

DEC 04 1998

By 65463
214685

STATE OF R.I.
COUNTY OF Providence

At Cranston in said county on the 24th day of November
1998, before me personally appeared Kenneth & Myrto Morrissey
who being first duly sworn, declared that he is the _____ of
_____, that he/she signed the foregoing document as such
_____ of the corporation, and that the statements therein are true.

MARNEEN F. KOWIEGA
Notary Public

My commission expires 10-30-2001

STATE OF R.I.
COUNTY OF Providence

At Cranston in said county on the 24th day of November
1998, before me personally appeared Kenneth & Myrto Morrissey
who being first duly sworn, declared that he/she is the _____ of
_____, that he/she signed the foregoing document as such
_____ of the corporation, and that the statements therein are true.

MARNEEN F. KOWIEGA
Notary Public

My commission expires 10-30-2001

In Testimony Whereof, We have hereunto set our hands and stated our residences this _____

24th day of November _____ A.D. 1998.

Signature (s) of at least one general partner and by each other general partner(s) designated as a new general partner (s).

New General Partner

MORRISSEY MANAGEMENT, LLC

By: Kenneth J. Morrissey
Managing Member

Withdrawing General Partner

By: Kenneth Morrissey
Kenneth Morrissey as Tenants by
the Entireties

By: Myrto Morrissey
Myrto Morrissey as Tenants by
the Entireties

State of R.I.

County of Providence

} Sc.

At Cranston in said county on the 24th day of November
1998, before me personally appeared Kenneth & Myrto Morrissey
who being by me first duly sworn, declared that he/she is the _____ of
_____, that he/she signed the foregoing document as such
_____ of the corporation, and that the statements therein are true.

MARNEEN F. KOWIEGA
Notary Public

My commission expires 10-30-2001

AMENDMENT TO LIMITED PARTNERSHIP AGREEMENT

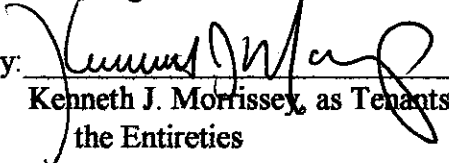
OF

MORRISSEY ASSOCIATES LIMITED PARTNERSHIP

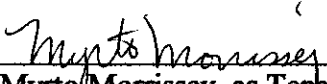
In accordance with Section 13.4 and Article 14 of the LIMITED PARTNERSHIP AGREEMENT OF MORRISSEY ASSOCIATES LIMITED PARTNERSHIP, the following, constituting more than a Majority in Interest of Limited Partners and a majority of the General Partners, by signing below hereby consent to the substitution of MORRISSEY MANAGEMENT, LLC, as the substitute General Partner for MORRISSEY ASSOCIATES LIMITED PARTNERSHIP, in the place of Kenneth J. Morrissey and Myrto Morrissey, husband and wife, as Tenants by the Entireties, as General Partner.

Dated: November 24, 1998

Withdrawing General Partner

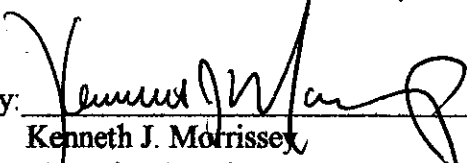
By: 
Kenneth J. Morrissey, as Tenants by
the Entireties

and

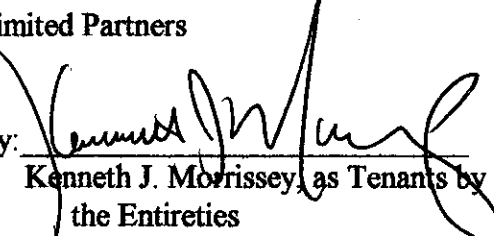

Myrto Morrissey, as Tenants by the
Entireties

Substitute General Partner

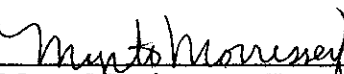
MORRISSEY MANAGEMENT, LLC

By: 
Kenneth J. Morrissey,
Managing Member

Limited Partners

By: 
Kenneth J. Morrissey, as Tenants by
the Entireties

and


Myrto Morrissey, as Tenants by the
Entireties

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Cranston, on the 24 day of November, 1998, before me personally appeared Kenneth J. Morrissey, in his capacity as Withdrawing General Partner, to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument by him executed in said capacity to be his free act and deed.

Anne H. Ruzzo
Notary Public
My Commission Expires 11-15-2001

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Cranston, on the 24 day of November, 1998, before me personally appeared Myrto Morrissey, in her capacity as Withdrawing General Partner, to me known and known by me to be the person executing the foregoing instrument, and she acknowledged said instrument by her executed in said capacity to be her free act and deed.

Anne H. Ruzzo
Notary Public
My Commission Expires 11-15-2001

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Cranston, on the 24 day of November, 1998, before me personally appeared Kenneth J. Morrissey, in his capacity as Substitute General Partner, to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument by him executed in said capacity to be his free act and deed.

Anne H. Ruzzo
Notary Public
My Commission Expires 11-15-2001

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Cranston, on the 24 day of November, 1998, before me personally appeared Kenneth J. Morrissey, in his capacity as Limited Partner, to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument by him executed in said capacity to be his free act and deed.

Anne H. Ruzzo
Notary Public
My Commission Expires 11-15-2001

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Cranston, on the 24 day of November, 1998, before me personally appeared Myrto Morrissey, in her capacity as Limited Partner, to me known and known by me to be the person executing the foregoing instrument, and she acknowledged said instrument by her executed in said capacity to be her free act and deed.

Anne H. Ruzzo
Notary Public
My Commission Expires 11-15-2001