

AMENDMENT TO THE CERTIFICATE OF LIMITED
PARTNERSHIP OF CARTIE'S HEALTH CENTER

STATE OF RHODE ISLAND
CITY OF PROVIDENCE

The undersigned, desiring to amend the Certificate of Limited Partnership (the "Certificate") of Cartie's Health Center (the "Partnership") which was filed in the office of the Secretary of State of Rhode Island on November 15, 1974, as amended by amendments to the Certificate filed in the aforesaid office on December 23, 1974, December 30, 1974, December 29, 1978 August 23, 1982, and ~~May~~ ^{Sept.} 17, 1984 being duly sworn, hereby amend the Certificate as follows:

1. The following individuals, James Radin, Ernest R. Beaulieu, Earle Leeder, Lawrence S. Gates, and David Rubien, having sold, transferred, conveyed, set over and assigned, as of January 1, 1980, all of their right title and interest in the Partnership, as tenants in common, as assignees, of the interest of Jospeh F. Foley, Jr., to Robert R. Forcier, hereby withdraw as limited partners of the Partnership as of that date.

2. The undersigned do hereby acknowledge, approve, consent to, authorize and ratify the transfers described above and to the withdrawl from the Partnership of James Radin, Ernest R. Beaulieu, Earle Leeder, Lawrence S. Gates, and David E. Rubien, as tenants in common, as assignees, of the interest of Joseph F. Foley, Jr.

3. The fourth paragraph of the Certificate is hereby amended to reflect the increased capital contribution and percentage interest of Robert R. Forcier and the withdrawal of the other limited partners named above, as set forth in the Schedule attached hereto.

4. This Amendment may be executed by the limited partners in one or more counterparts, each of which shall be deemed to be an original. In order for this Amendment to be effective, it shall not be necessary for the same counterpart to be signed by all of the limited partners, provided that at least one counterpart of this Amendment is signed by each of the limited partners. All of the limited partners shall be deemed to have signed this Amendment simultaneously, irrespective of the sequence in which this Amendment may, in fact, have been signed by the limited partners.

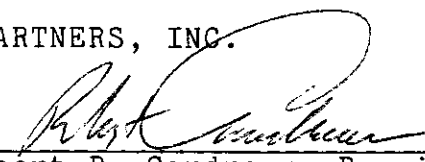
5. Except as modified and amended hereby, the aforesaid Certificate shall remain in full force and effect pursuant to its terms.

IN WITNESS WHEREOF, the undersigned have duly executed this Amendment as of the first day of January, 1980.

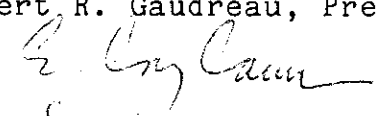
GENERAL PARTNER

C.F. PARTNERS, INC.

By:


Robert R. Gaudreau, President

Attest:


Title: Secretary

CORPORATE SEAL
SEAL

LIMITED PARTNERS

* (Seal)

(CURT A. BENNETT)

* (Seal)

(JOHN L. MCHENRY, JR.)

* (Seal)

(ROBERT R. FORCIER)

* (Seal)

(FELIX M. BALASCO)

* (Seal)

(LLOYD J. TERAN)

* (Seal)

(HENRY S. URBANIAK)

* (Seal)

(JOHN C. HALLIWELL)

* (Seal)

(ALLEN H. CHATTERTON, JR.)

* (Seal)

(P. ROBERT SIENER, JR.)

* (Seal)

(JAMES RADIN)

* (Seal)

(LAWRENCE S. GATES)

* (Seal)

(EARLE LEEDER)

* (Seal)

(JOHN H. CUSSEN)

* (Seal)

(VINCENT A. COADY)

WITHDRAWING LIMITED PARTNERS

As tenants in common, as assignees, of interest of Joseph F. Foley, Jr.

* Seal

(James Radin)

* Seal

(Lawrence S. Gates)

* Seal

(Ernest R. Beaulieu)

* Seal

(David E. Rubien)

* Seal

(Earle Leeder)

*See Counterpart Signature Page Attached Hereto.

LIMITED PARTNER
COUNTERPART SIGNATURE PAGE

The undersigned, as a Limited Partner of Cartie's Health Center, hereby executes under seal this Counterpart Signature Page to the Amendment to the Certificate of Limited Partnership of Cartie's Health Center, dated as of January 1, 1980, and, subject to acceptance by the General Partner as evidenced by his signature hereinbelow, does hereby acknowledge, approve, consent to, authorize, and ratify all the terms and provisions of said Amendment.

The undersigned hereby appoints the General Partner as his attorney-in-fact with full power of substitution to attach this Counterpart Signature Page to a counterpart of said Amendment, all of which shall be filed and recorded, as required. This power of attorney shall be deemed coupled with an interest, shall be irrevocable and shall survive the death or incapacity of the undersigned.

-SIGNATURE- JAMES RADIN

By His Attorney-in-Fact

C.F. Partners, Inc.

Robert R. Gaudreau (Seal)

By: Robert R. Gaudreau, President

ACCEPTED AND CONSENTED TO:

C.F. Partners, Inc.,
General Partner

Date: 6-15-84

By: Robert R. Gaudreau
Robert R. Gaudreau, President

Place of Residence: _____

Date accepted: 6-15-84

STATE OF RHODE ISLAND
COUNTY OF _____

In _____ in said County on the _____ day of May, 1984, before me personally appeared _____ known by me to be the party executing the foregoing instrument and he acknowledged he executed said instrument as his free act and deed.

Notary Public

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence in said County on the 15th day of June, 1984, before me personally appeared Robert R. Gaudreau, President of C.F. Partners, Inc., known by me to be the party executing the foregoing instrument on behalf of said corporation and he acknowledged said instrument to be his free act and deed and the free act and deed of the Corporation.

Edward J. Bertozzi
Notary Public

LIMITED PARTNER
COUNTERPART SIGNATURE PAGE

The undersigned, as a Limited Partner of Cartie's Health Center, hereby executes under seal this Counterpart Signature Page to the Amendment to the Certificate of Limited Partnership of Cartie's Health Center, dated as of January 1, 1980, and, subject to acceptance by the General Partner as evidenced by his signature hereinbelow, does hereby acknowledge, approve, consent to, authorize, and ratify all the terms and provisions of said Amendment.

The undersigned hereby appoints the General Partner as his attorney-in-fact with full power of substitution to attach this Counterpart Signature Page to a counterpart of said Amendment, all of which shall be filed and recorded, as required. This power of attorney shall be deemed coupled with an interest, shall be irrevocable and shall survive the death or incapacity of the undersigned.

ACCEPTED AND CONSENTED TO:

C.F. Partners, Inc.,
General Partner

By: *Robert R. Gaudreau*
Robert R. Gaudreau, President

Date accepted: 6-15-84

SIGNATURE-

Curt A. Bennett (Seal)
Curt A. Bennett

Date: 6/12/84

Place of Residence:

5200 NORTHSIDE RD

ATLANTA, GA 30327

STATE OF ~~RHODE ISLAND~~ Georgia
COUNTY OF Fulton

In Atlanta in said County on the 12th day of June, 1984, before me personally appeared Curt A. Bennett, known by me to be the party executing the foregoing instrument and he acknowledged he executed said instrument as his free act and deed.

Linda G. Bell
Notary Public

Notary Public, Georgia, State at Large
My Commission Expires Feb. 23, 1988

STATE OF RHODE ISLAND)
)
COUNTY OF PROVIDENCE)

In Providence on the 15th day of JUNE, 1984,
before me personally appeared Robert R. Gaudreau, known by me
to be the person executing the foregoing instrument as
President of C. F. Partners, Inc., General Partner of Cartie's
Health Center, and he acknowledged he executed said instrument
as the free act and deed of C.F. Partners, Inc.



Notary Public

LIMITED PARTNER
COUNTERPART SIGNATURE PAGE

The undersigned, as a Limited Partner of Cartie's Health Center, hereby executes under seal this Counterpart Signature Page to the Amendment to the Certificate of Limited Partnership of Cartie's Health Center, dated as of January 1, 1980, and, subject to acceptance by the General Partner as evidenced by his signature hereinbelow, does hereby acknowledge, approve, consent to, authorize, and ratify all the terms and provisions of said Amendment.

The undersigned hereby appoints the General Partner as his attorney-in-fact with full power of substitution to attach this Counterpart Signature Page to a counterpart of said Amendment, all of which shall be filed and recorded, as required. This power of attorney shall be deemed coupled with an interest, shall be irrevocable and shall survive the death or incapacity of the undersigned.

ACCEPTED AND CONSENTED TO:

C.F. Partners, Inc.,
General Partner

By: Robert R. Gaudreau
Robert R. Gaudreau, President

Date accepted: 6-15-84

-SIGNATURE-

Lloyd J. Teran (Seal)

Date: 6/15/84

Place of Residence:

68 Garry Rd
Sherborn, MA 01770

~~MASSACHUSETTS~~
STATE OF ~~RHODE ISLAND~~
COUNTY OF

In Medford, MA in said County on the 18 day of May, 1984, before me personally appeared Lloyd J. Teran, known by me to be the party executing the foregoing instrument and he acknowledged he executed said instrument as his free act and deed.

Charles A. Crowley
Notary Public

LIMITED PARTNER
COUNTERPART SIGNATURE PAGE

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-SIGNATURE-

ACCEPTED AND CONSENTED TO:

Dr. Felix Balasco (Seal)
Dr. Felix Balasco

C.F. Partners, Inc.,
General Partner

Date: 6-8-84

By: Robert R. Gaudreau
Robert R. Gaudreau, President

Place of Residence:

436 Blackstone Blvd
Providence

Date accepted: 6-15-84

STATE OF RHODE ISLAND
COUNTY OF

In LT Prov. in said County on the 8th day of June, 1984, before me personally appeared Dr. Felix Balasco, known by me to be the party executing the foregoing instrument and he acknowledged he executed said instrument as his free act and deed.

David J. Gaudreau
Notary Public

LIMITED PARTNER
COUNTERPART SIGNATURE PAGE

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ACCEPTED AND CONSENTED TO:

C.F. Partners, Inc.,
General Partner

By: *Robert R. Gaudreau*
Robert R. Gaudreau, President

Date accepted: 6-15-84

-SIGNATURE-

P. Robert Siener, Jr. (Seal)
P. Robert Siener

Date: June 11, 1984

Place of Residence:

Narrow Lane

Greene, RI 02827

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In PROVIDENCE, RI in said County on the 11 day of JUNE, 1984, before me personally appeared P. Robert Siener, Jr, known by me to be the party executing the foregoing instrument and he acknowledged he executed said instrument as his free act and deed.

Mary A. Puhader
Notary Public

My Commission Expires
June 30, 1986

LIMITED PARTNER
COUNTERPART SIGNATURE PAGE

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ACCEPTED AND CONSENTED TO:

C.F. Partners, Inc.,
General Partner

SIGNATURE-

Earle Leeder (Seal)
Earle Leeder

Date: 6-11-84

By: Robert R. Gaudreau
Robert R. Gaudreau, President

Place of Residence:

969 SAND CASTLE ROAD
SANibel FL 33957

Date accepted: 6-15-84

COMM. of MASS.
COUNTY OF NORFOLK

In Brookline in said County on the 11th day of JUNE 1984, before me personally appeared Earle Leeder, known by me to be the party executing the foregoing instrument and he acknowledged he executed said instrument as his free act and deed.

Thomas E. Gaudreau
Notary Public

LIMITED PARTNER
COUNTERPART SIGNATURE PAGE

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-SIGNATURE-

ACCEPTED AND CONSENTED TO:

C.F. Partners, Inc.,
General Partner

John H. Cussen
John H. Cussen

Date: 7-2-84

By: Robert R. Gaudreau

Robert R. Gaudreau, President

Place of Residence:

7 FARMSTEAD RD

Date accepted: 6-15-84

NO CAHDWELL NJ
07006

STATE OF ~~RHODE ISLAND~~ New Jersey
COUNTY OF Essex

In West Caldwell in said County on the 2 day of July 1984, before me personally appeared John H. Cussen, known by me to be the party executing the foregoing instrument and he acknowledged he executed said instrument as his free act and deed.

Catherine M. Bernard
Notary Public

CATHERINE M. BERNARD
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Dec. 18, 1986

LIMITED PARTNER
COUNTERPART SIGNATURE PAGE

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-SIGNATURE-

ACCEPTED AND CONSENTED TO:

C.F. Partners, Inc.,
General Partner

Allen H. Chatterton, Jr. (Seal)
Allen H. Chatterton, Jr.

Date: June 8 1984

By: Robert R. Gaudreau
Robert R. Gaudreau, President

Place of Residence:
161 Taber Ave
Providence R.I.

Date accepted: 6-15-84

02906

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In PAWTUCKET in said County on the 8 day of ~~May~~, JUNE 1984, before me personally appeared Allen H. Chatterton, Jr., known by me to be the party executing the foregoing instrument and he acknowledged he executed said instrument as his free act and deed.

Patricia Chavez 6/84
Notary Public

LIMITED PARTNER
COUNTERPART SIGNATURE PAGE

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-SIGNATURE-

ACCEPTED AND CONSENTED TO:

C.F. Partners, Inc.,
General Partner

Henry S. Urbaniak
Henry S. Urbaniak

Date: 6/29/84

By: Robert R. Gaudreau

Robert R. Gaudreau, President

Place of Residence:

140 Nayatt Rd

Date accepted: 6-15-84

Barrington RI

STATE OF RHODE ISLAND
COUNTY OF Providence

In A-I. in said County on the 29th day of June 1984, before me personally appeared Henry S. Urbaniak, known by me to be the party executing the foregoing instrument and he acknowledged he executed said instrument as his free act and deed.

Linda E. Gauthier
Notary Public

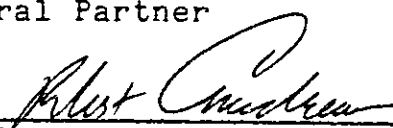
LIMITED PARTNER
COUNTERPART SIGNATURE PAGE

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ACCEPTED AND CONSENTED TO:

C.F. Partners, Inc.,
General Partner

By: 
Robert R. Gaudreau, President

Date accepted: 6-15-84

-SIGNATURE-

 (Seal)
Robert R. Forcier

Date: June 8, 1984

Place of Residence:

Osprey Drive

Coventry, R. I. 02816

STATE OF RHODE ISLAND
COUNTY OF Kent

In Coventry in said County on the 8th day of June 1984, before me personally appeared Robert R. Forcier known by me to be the party executing the foregoing instrument and he acknowledged he executed said instrument as his free act and deed.


Notary Public

JANE G. ALLEN

LIMITED PARTNER
COUNTERPART SIGNATURE PAGE

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ACCEPTED AND CONSENTED TO:

C.F. Partners, Inc.,
General Partner

By: Robert R. Gaudreau
Robert R. Gaudreau, President

Date accepted: 6-15-84

-SIGNATURE-

Lawrence S. Gates (Seal)
Lawrence S. Gates

Date: 6/7/84

Place of Residence:

200 Louises Avenue

Providence, R.I. 02906

STATE OF RHODE ISLAND
COUNTY OF Providence

In Providence in said County on the 7th day of June, 1984, before me personally appeared Gurt A. Bennett, known by me to be the party executing the foregoing instrument and he acknowledged he executed said instrument as his free act and deed.

Notary Public
Audrey F. Felt

LIMITED PARTNER
COUNTERPART SIGNATURE PAGE

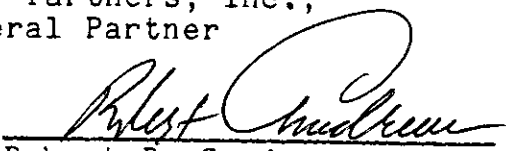
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SIGNATURE: JOHN L. MCHENRY, JR.

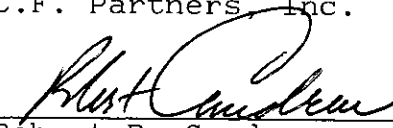
ACCEPTED AND CONSENTED TO:

C.F. Partners, Inc.,
General Partner

By: 
Robert R. Gaudreau, President

Date accepted: 9/14/84

By: His Attorney-in-Fact
C.F. Partners, Inc.

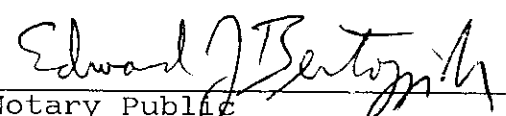

By: Robert R. Gaudreau
President

Date: 9/14/84

(Corporate seal)

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence in said County on the 14th day of September, 1984, before me personally appeared Robert R. Gaudreau, President of C.F. Partners, Inc., known by me to be the party executing the foregoing instrument on behalf of said corporation and he acknowledged said instrument to be his free act and deed and the free act and deed of the Corporation.


Notary Public
EDWARD J. BERTOZZI, JR.
My Commission Expires June 30, 1986

LIMITED PARTNER
COUNTERPART SIGNATURE PAGE

The undersigned, as a Limited Partner of Cartie's Health Center, hereby executes under seal this Counterpart Signature Page to the Amendment to the Certificate of Limited Partnership of Cartie's Health Center, dated as of January 1, 1980, and, subject to acceptance by the General Partner as evidenced by his signature hereinbelow, does hereby acknowledge, approve, consent to, authorize, and ratify all the terms and provisions of said Amendment.

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N-SIGNATURE-

JOHN C. HALLIWELL

By His Attorney-in-Fact

C.F. Partners, Inc.

(Robert R. Gaudreau Seal)

By: Robert R. Gaudreau, President

ACCEPTED AND CONSENTED TO:

C.F. Partners, Inc.,
General Partner

Date: 6-15-84

By: Robert R. Gaudreau
Robert R. Gaudreau, President

Place of Residence: _____

Date accepted: 6-15-84

STATE OF RHODE ISLAND
COUNTY OF _____

In _____ in said County on the _____ day of May, 1984, before me personally appeared _____ known by me to be the party executing the foregoing instrument and he acknowledged he executed said instrument as his free act and deed.

Notary Public

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence in said County on the 15th day of June, 1984, before me personally appeared Robert R. Gaudreau, President of C.F. Partners, Inc., known by me to be the party executing the foregoing instrument on behalf of said corporation and he acknowledged said instrument to be his free act and deed and the free act and deed of the Corporation.

Edward J. Bertozzi
Notary Public

LIMITED PARTNER
COUNTERPART SIGNATURE PAGE

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SIGNATURE- David E. Rubien Co-Tenant

By His Attorney-in-Fact
C.F. Partners, Inc.

ACCEPTED AND CONSENTED TO:

Robert R. Gaudreau (Seal)

By: Robert R. Gaudreau, President

C.F. Partners, Inc.,
General Partner

Date: 6-15-84

By: Robert R. Gaudreau
Robert R. Gaudreau, President

Place of Residence:

Date accepted: 6-15-84

STATE OF RHODE ISLAND
COUNTY OF

In _____ in said County on the _____ day of May, 1984, before me personally appeared _____ known by me to be the party executing the foregoing instrument and he acknowledged he executed said instrument as his free act and deed.

Notary Public

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence in said County on the 15th day of June, 1984, before me personally appeared Robert R. Gaudreau, President of C.F. Partners, Inc., known by me to be the party executing the foregoing instrument on behalf of said corporation and he acknowledged said instrument to be his free act and deed and the free act and deed of the Corporation.

Edward J. Bertoni
Notary Public

LIMITED PARTNER
COUNTERPART SIGNATURE PAGE

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-SIGNATURE- LAWRENCE S. GATES, CO-TENANT

By His Attorney-in-Fact
C.F. Partners, Inc.

ACCEPTED AND CONSENTED TO:

Robert R. Gaudreau (Seal)
By: Robert R. Gaudreau, President

C.F. Partners, Inc.,
General Partner

Date: 6-15-84

By: Robert R. Gaudreau
Robert R. Gaudreau, President

Place of Residence: _____

Date accepted: 6-15-84

STATE OF RHODE ISLAND
COUNTY OF _____

In _____ in said County on the _____ day of May, 1984, before me personally appeared _____ known by me to be the party executing the foregoing instrument and he acknowledged he executed said instrument as his free act and deed.

Notary Public

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

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Notary Public

LIMITED PARTNER
COUNTERPART SIGNATURE PAGE

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N-SIGNATURE- EARLE LEEDER, CO-TENANT

ACCEPTED AND CONSENTED TO:

C.F. Partners, Inc.,
General Partner

By His Attorney-in-Fact
C.F. Partners, Inc.

Robert R. Gaudreau (Seal)
By: Robert R. Gaudreau, President

Date: 6-15-84

By: Robert R. Gaudreau
Robert R. Gaudreau, President

Place of Residence: _____

Date accepted: 6-15-84

STATE OF RHODE ISLAND
COUNTY OF _____

In _____ in said County on the _____ day of May, 1984, before me personally appeared _____ known by me to be the party executing the foregoing instrument and he acknowledged he executed said instrument as his free act and deed.

Notary Public

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence in said County on the 15th day of June, 1984, before me personally appeared Robert R. Gaudreau, President of C.F. Partners, Inc., known by me to be the party executing the foregoing instrument on behalf of said corporation and he acknowledged said instrument to be his free act and deed and the free act and deed of the Corporation.

Edward A. Bertozzi
Notary Public

LIMITED PARTNER
COUNTERPART SIGNATURE PAGE

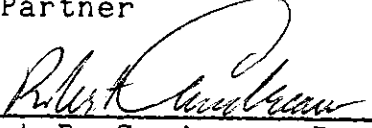
The undersigned, as a Limited Partner of Cartie's Health Center, hereby executes under seal this Counterpart Signature Page to the Amendment to the Certificate of Limited Partnership of Cartie's Health Center, dated as of January 1, 1980, and, subject to acceptance by the General Partner as evidenced by his signature hereinbelow, does hereby acknowledge, approve, consent to, authorize, and ratify all the terms and provisions of said Amendment.

The undersigned hereby appoints the General Partner as his attorney-in-fact with full power of substitution to attach this Counterpart Signature Page to a counterpart of said Amendment, all of which shall be filed and recorded, as required. This power of attorney shall be deemed coupled with an interest, shall be irrevocable and shall survive the death or incapacity of the undersigned.

- S-SIGNATURE- ERNEST R. BEAULIEU, CO-TENANT

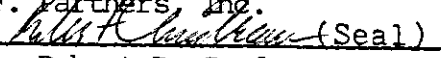
ACCEPTED AND CONSENTED TO:

C.F. Partners, Inc.,
General Partner

By: 
Robert R. Gaudreau, President

Date accepted: 6-15-84

By His Attorney-in-Fact
C.F. Partners, Inc.

 (Seal)
By: Robert R. Gaudreau, President

Date: 6-15-84

Place of Residence: _____

STATE OF RHODE ISLAND
COUNTY OF _____

In _____ in said County on the _____ day of May, 1984, before me personally appeared _____ known by me to be the party executing the foregoing instrument and he acknowledged he executed said instrument as his free act and deed.

Notary Public

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence in said County on the 15th day of June, 1984, before me personally appeared Robert R. Gaudreau, President of C.F. Partners, Inc., known by me to be the party executing the foregoing instrument on behalf of said corporation and he acknowledged said instrument to be his free act and deed and the free act and deed of the Corporation.

Edward J. Buttrick
Notary Public

LIMITED PARTNER
COUNTERPART SIGNATURE PAGE

The undersigned, as a Limited Partner of Cartie's Health Center, hereby executes under seal this Counterpart Signature Page to the Amendment to the Certificate of Limited Partnership of Cartie's Health Center, dated as of January 1, 1980, and, subject to acceptance by the General Partner as evidenced by his signature hereinbelow, does hereby acknowledge, approve, consent to, authorize, and ratify all the terms and provisions of said Amendment.

The undersigned hereby appoints the General Partner as his attorney-in-fact with full power of substitution to attach this Counterpart Signature Page to a counterpart of said Amendment, all of which shall be filed and recorded, as required. This power of attorney shall be deemed coupled with an interest, shall be irrevocable and shall survive the death or incapacity of the undersigned.

BY-SIGNATURE- JAMES RADIN, CO-TENANT

By His Attorney-in-Fact
C.F. Partners, Inc.

ACCEPTED AND CONSENTED TO:

(Signature of Robert R. Gaudreau with Seal)
By: Robert R. Gaudreau, President

C.F. Partners, Inc.,
General Partner

Date: 6-15-84

By: (Signature of Robert R. Gaudreau)
Robert R. Gaudreau, President

Place of Residence: _____

Date accepted: 6-15-84

STATE OF RHODE ISLAND
COUNTY OF _____

In _____ in said County on the _____ day of May, 1984, before me personally appeared _____ known by me to be the party executing the foregoing instrument and he acknowledged he executed said instrument as his free act and deed.

Notary Public

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence in said County on the 15th day of June, 1984, before me personally appeared Robert R. Gaudreau, President of C.F. Partners, Inc., known by me to be the party executing the foregoing instrument on behalf of said corporation and he acknowledged said instrument to be his free act and deed and the free act and deed of the Corporation.

Edward L. Bertozzi
Notary Public

LIMITED PARTNER
COUNTERPART SIGNATURE PAGE

The undersigned, as a Limited Partner of Cartie's Health Center, hereby executes under seal this Counterpart Signature Page to the Amendment to the Certificate of Limited Partnership of Cartie's Health Center, dated as of January 1, 1980, and, subject to acceptance by the General Partner as evidenced by his signature hereinbelow, does hereby acknowledge, approve, consent to, authorize and ratify all the terms and provisions of said Amendment.

The undersigned hereby appoints the General Partner as his attorney-in-fact with full power of substitution to attach this Counterpart Signature Page to a counterpart of said Amendment, all of which shall be filed and recorded, as required. This power of attorney shall be deemed coupled with an interest, shall be irrevocable and shall survive the death or incapacity of the undersigned.

SIGNATURE: VINCENT A. COADY

By: His Attorney-in-Fact
C.F. Partners, Inc.

ACCEPTED AND CONSENTED TO:

C.F. Partners, Inc.
General Partner

By: *Alfred Carpianto*
President

Date: 9/14/84

By: *Alfred Carpianto*
President

Date accepted: 9/14/84 (CORPORATE SEAL)

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence in said County on the 14th day of September, 1984, before me personally appeared Alfred Carpianto, President of C.F. Partners, Inc., known by me to be the party executing the foregoing instrument on behalf of said corporation and he acknowledged said instrument to be his free act and deed and the free act and deed of the Corporation.

Alfred R. Marozzo
Notary Public

09/28/84 PAID 0014A001
DEPOSIT 58.00
CHECK 51.00

SEP 1 1984
at 3:35