

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

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, and August 23, 1982 (this last amendment being herein referred to as the "1982 Amendment"), being duly sworn, hereby amend the Certificate as follows:

WHEREAS, the 1982 Amendment was entered into pursuant to the April 1, 1982 contract between C.F. Partners, Inc. and Alfred Carpionato (the "Contract") which contract by its terms provided that the transfers of partnership interests to Alfred Carpionato and his admission to the Partnership as a limited partner were conditioned upon and subject to the approval of the United States Department of Housing and Urban Development ("HUD"); and

WHEREAS, the Agreement of Limited Partnership of Cartie's Health Center (the "Agreement") by its terms explicitly requires compliance with applicable HUD rules and regulations; and

WHEREAS, under the Agreement each General Partner is bound by the terms of the Mortgage and Regulatory Agreement, which explicitly require compliance with applicable HUD rules and regulations; and

WHEREAS, the 1982 Amendment to the Certificate was made with the understanding among the partners that HUD approval of said transfers and admission to the Partnership was required and was a condition subsequent to the transfers of partnership interests and admission to the Partnership reflected in that amendment; and

WHEREAS, notwithstanding the efforts of Alfred Carpionato and the partners of Cartie's Health Center HUD approval of the transfers of partnership interests to Alfred Carpionato and his admission to the partnership as a Limited Partner, as reflected in the 1982 Amendment, was denied by HUD; and

WHEREAS, Alfred Carpionato therefore did not become a partner or obtain any interest in the Partnership under the Contract or the 1982 Amendment;

NOW, THEREFORE, the undersigned hereby agree as follows:

1. The 1982 Amendment to the Certificate, filed August 23, 1982, as aforesaid, is hereby declared never to have taken effect and is further declared to be null and void ab initio.

2. This Amendment shall be effective as of April 1, 1982.

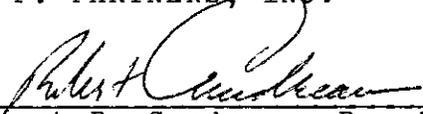
3. This Amendment may be executed by the limited partners in one or more counterparts, each of which shall be deemed to be an original. In order for this Amendment to be effective, it shall not be necessary for the same counterpart to be signed by all of the limited partners, provided that at least one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

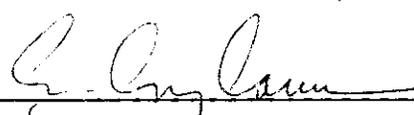
4. Except as modified and amended hereby, the aforesaid Certificate shall remain in full force and effect pursuant to its terms.

IN WITNESS WHEREOF, the undersigned have signed and acknowledged this Amendment in the State of Rhode Island, as of the first day of April, 1982.

GENERAL PARTNER

C. F. PARTNERS, INC.

By: 
Robert R. Gaudreau, President

Attest: 

Title: Secretary

CORPORATE SEAL

SEAL

LIMITED PARTNERS

* (Seal)
VINCENT A. COADY

* (Seal)
(JOHN H. CUSSEN)

* (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)

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

* Seal
(James Radin)

* Seal
(Lawrence S. Gates)

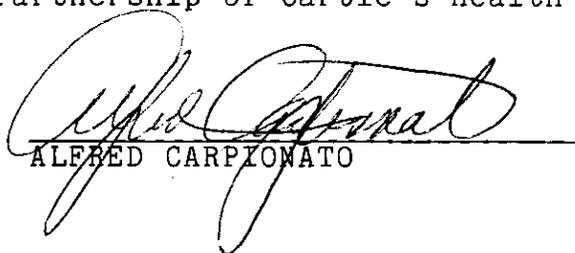
* Seal
(Ernest R. Beaulieu)

* Seal
(David E. Rubien)

* Seal
(Earle Leeder)

*See Counterpart Signature Page Attached Hereto.

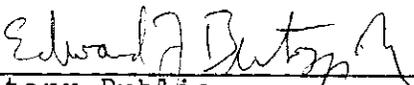
The undersigned, Alfred Carpionato, being duly sworn, hereby acknowledges, approves, consents to, authorizes, and ratifies the terms of the foregoing Amendment to the Certificate of Limited Partnership of Cartie's Health Center.



ALFRED CARPIONATO

STATE OF RHODE ISLAND)
)
COUNTY OF PROVIDENCE)

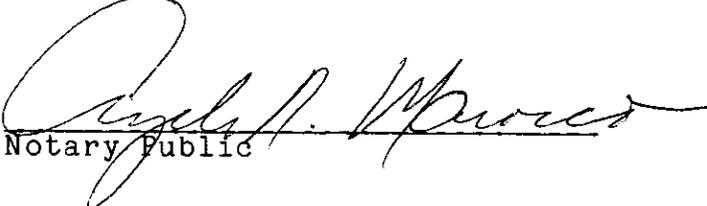
In Providence on the 15th day of JUNE, 1984,
before me personally appeared Robert R. Gaudreau, known by me
to be the person executing the foregoing instrument as
President of C. F. Partners, Inc., General Partner of Cartie's
Health Center, and he acknowledged he executed said instrument
as the free act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



Notary Public

STATE OF RHODE ISLAND)
)
COUNTY OF)

In *Prov.* in said County on the *14th* day of
Sept, 1984, before me personally appeared Alfred
Carpionato known by me to be the party executing the foregoing
instrument personally and he acknowledged he executed said
instrument as his free act and deed.



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 April 1, 1982, 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 DR.
ATLANTA, GA. 30327

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

In Atlanta in said County on the 12th day of ~~May~~ 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

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: ~~As of~~ 6-15-84

-SIGNATURE-

Lloyd J. Teran (Seal)
Lloyd J. Teran

Date: 6/15/84

Place of Residence: 68 Farm rd

Shoham, MA 01770

^{Massachusetts}
STATE OF ~~RHODE ISLAND~~
COUNTY OF

In Medley, 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

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 April 1, 1982, 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.

ACCEPTED AND CONSENTED TO:

C.F. Partners, Inc.,
General Partner

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

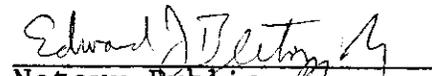
STATE OF RHODE ISLAND
COUNTY OF

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.


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 April 1, 1982, 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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-SIGNATURE-

ACCEPTED AND CONSENTED TO:

C.F. Partners, Inc.,
General Partner

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

Date accepted: 6-15-84

Dr. Felix Balasco (Seal)
Dr. Felix Balasco

Date: 6-8-84

Place of Residence:

436 Blackstone Blvd

Providence

STATE OF RHODE ISLAND
COUNTY OF

In RI Prov. in said County on the 2nd 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 L. Jordan
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 April 1, 1982, 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: P. Robert Siener (Seal)
P. Robert Siener
Date: June 11, 1984
Place of Residence: Narrow Lane
Greene, RI 02827

By: Robert R. Gaudreau
Robert R. Gaudreau, President
Date accepted: 6-15-84

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In PAWTUCKET, 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. Robinson
Notary Public

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 April 1, 1982, 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
Earle Leeder (Seal)
Earle Leeder
Date: 6-11-84
Place of Residence:
969 SAND CASTLE ROAD
SANIBEL FL 33957

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. Coyle
Notary Public

LIMITED PARTNER
COUNTERPART SIGNATURE PAGE

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John H. Cussen
-SIGNATURE-
J. H. Cussen

ACCEPTED AND CONSENTED TO:

C.F. Partners, Inc.,
General Partner

John H. Cussen

Date: 7-7-84

By:

Robert R. Gaudreau
Robert R. Gaudreau, President

Place of Residence:

7 FARMSTEAD RD

Date accepted: 6-15-84

W. PALDWELL N.J.
07006

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

In *West Caldwell* in said County on the *7* 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

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

Date accepted: 6-15-84

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

Date: June 8 1984

Place of Residence:

161 Taber Ave

Providence R 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 Chavira 6/86
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 April 1, 1982, 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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-SIGNATURE-

ACCEPTED AND CONSENTED TO:

C.F. Partners, Inc.,
General Partner

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

Date accepted: 6-15-84

Henry S. Urbaniak
Henry S. Urbaniak

Date: 6/29/84

Place of Residence:

140 Weymouth Rd

Barrington RI

STATE OF RHODE ISLAND
COUNTY OF Providence

In RI 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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-SIGNATURE-

ACCEPTED AND CONSENTED TO:

Robert R. Forcier (Seal)

Robert R. Forcier

C.F. Partners, Inc.,
General Partner

Date: June 8, 1984

By:

Robert R. Gaudreau
Robert R. Gaudreau, President

Place of Residence:

Osprey Drive

Date accepted: 6-15-84

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.

Jane G. Allen
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 Louisa Avenue
Providence, R.I. 02906

STATE OF RHODE ISLAND
COUNTY OF Providence

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

Michael B. [Signature]
Notary Public
Anthony P. [Signature]

LIMITED PARTNER
COUNTERPART SIGNATURE PAGE

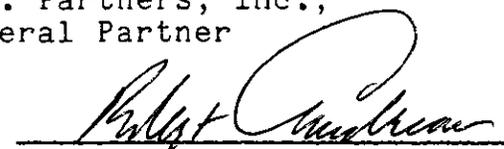
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SIGNATURE: JOHN L. MCHENRY, JR.

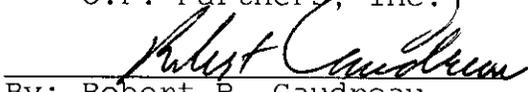
ACCEPTED AND CONSENTED TO:

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 SALE)

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence in said County on the 14th day of Sept. 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 April 1, 1982, 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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-SIGNATURE-

John C. Halliwell

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

Robert R. Gaudreau (Seal)

ACCEPTED AND CONSENTED TO:

C.F. Partners, Inc.,
General Partner

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.


Notary Public

LIMITED PARTNER
COUNTERPART SIGNATURE PAGE

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-SIGNATURE- Earle Leeder, Co-Tenant

By His Attorney-in-Fact
C.F. Partners, Inc.
Robert R. Gaudreau (Seal)

ACCEPTED AND CONSENTED TO:

C.F. Partners, Inc.,
General Partner

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 J. Bertozzi
Notary Public

LIMITED PARTNER
COUNTERPART SIGNATURE PAGE

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-SIGNATURE- Ernest R. Beaulieu Co-Tenant

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

ACCEPTED AND CONSENTED TO:

Robert R. Gaudreau (Seal)

C.F. Partners, Inc.,
General Partner

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 J. Beitzig
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 April 1, 1982, 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, Co-Tenant

By His Attorney-in-Fact
C.F. Partners, Inc.
Robert R. Gaudreau (Seal)

ACCEPTED AND CONSENTED TO:

C.F. Partners, Inc.,
General Partner

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 J. Buttz
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 April 1, 1982, 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- 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

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.


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 April 1, 1982, 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- David E. Rubieau Co-Tenant

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

ACCEPTED AND CONSENTED TO:

C.F. Partners, Inc.,
General Partner

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.


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 April 1, 1982, 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.

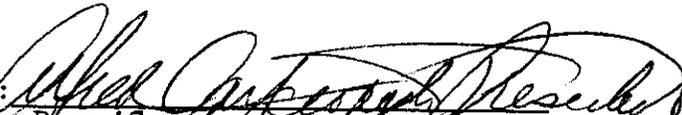
The undersigned hereby appoints the General Partner as his attorney-in-fact with full power of substitution to attach this Counterpart Signature Page to a counterpart of said Amendment, all of which shall be filed and recorded, as required. This power of attorney shall be deemed coupled with an interest,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

SIGNATURE: VINCENT A. COADY

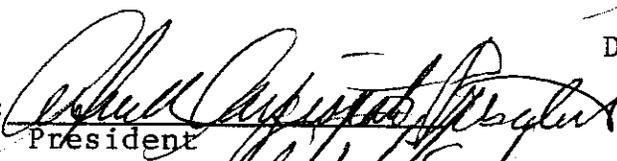
By: His Attorney-in-Fact
C.F. Partners, Inc.

ACCEPTED AND CONSENTED TO:

C.F. Partners, Inc.
General Partner

By: 
President

Date: 9/14/84

By: 
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 Carpiionato, 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

09/29/84 PAID 50.00
PER 013A001 50.00

SEP 27 1984 at 3:30
for