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TENTH AMENDMENT TO  
AMENDED AND RESTATED CERTIFICATE OF  
LIMITED PARTNERSHIP OF EDGEHILL PARTNERS

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

Pursuant to the provisions of Section 7-13-26 of the General Laws of Rhode Island, 1956, as amended (1969 Reenactment), the undersigned, as general and limited partners, as the case may be, of Edgehill Partners, a limited partnership formed by a Certificate of Limited Partnership filed with the Secretary of State of Rhode Island on March 1, 1979, and amended by a First Amendment to the Certificate of Limited Partnership filed with the Secretary of State of Rhode Island on April 25, 1980, and further amended by an Amended and Restated Certificate of Limited Partnership filed with the Secretary of State of Rhode Island on July 1, 1980, and by a First Amendment, Second Amendment, Third Amendment, Fourth Amendment, Fifth Amendment, Sixth Amendment, Seventh Amendment, Eighth Amendment and Ninth Amendment to the Amended and Restated Certificate of Limited Partnership filed with the Secretary of State of Rhode Island, respectively, on July 29, 1980, October 6, 1980, June 4, 1981, April 29, 1983, July 13, 1983, November 30, 1983, January 16, 1984, September 18, 1986, and December 30, 1986 (hereinafter collectively referred to as the "Certificate"), desiring to amend the Certificate to correct the Ninth Amendment which reflects the assignment of the general partnership interest of Investors Advisory Corporation to KDF Partners and the admission of KDF Partners as a successor General Partner and to reflect the transfer of said general partnership interest to the remaining General Partners effective as of December 30, 1986, do hereby solemnly swear as follows:

1. Article IV of the Certificate is amended in its entirety to read as follows:

"IV. The name and place of residence of each member general and limited partners being respectively designated, is:

GENERAL PARTNERS:

Chester H. Kirk  
275 Stony Lane  
N. Kingstown, RI

Albert N. D'Amico  
259 Potters Road  
N. Kingstown, RI

11/17/87 PAID

CP50 59.00  
CHER 50.00  
0029A001

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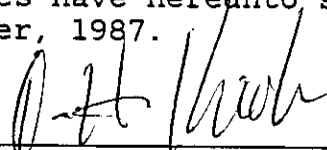
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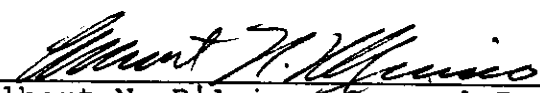
Kenneth L. Kirk  
10 Seaview Avenue  
Cranston, RI


LIMITED PARTNERS: See Schedule A attached to this  
Ninth Amendment to the Certificate."

2. Except as expressly amended herein, the Certificate is  
hereby ratified, approved and confirmed.

IN WITNESS WHEREOF, the parties have hereunto set their hands  
and seals this 9TH day of November, 1987.


  
\_\_\_\_\_  
Chester H. Kirk, General Partner

  
\_\_\_\_\_  
Albert N. D'Amico, General Partner

  
\_\_\_\_\_  
Kenneth L. Kirk, General Partner

KDF Partners

By   
\_\_\_\_\_  
General Partner

  
\_\_\_\_\_  
Albert N. D'Amico, Attorney-in-Fact  
for the assignor Limited Partners  
and the Limited Partners listed in  
Schedule A of this Ninth Amendment  
to the Amended and Restated  
Certificate of Limited Partnership

STATE OF RHODE ISLAND  
COUNTY OF KENT

In West Warwick on this 9TH day of November, 1987, before  
me personally appeared CHESTER H. KIRK, ALBERT N. D'AMICO, and  
KENNETH L. KIRK, to me know and known by me to be the persons

executing the foregoing instrument, and each, being first duly sworn by me, acknowledged said instrument, by him executed, to be his free act and deed, and he declared that the statements made therein were true.

Mary L Z Sanderson  
Notary Public

My Commission expires on: 6/30/91

MARY L Z SANDERSON

Printed Name

STATE OF RHODE ISLAND  
COUNTY OF KENT

In WEST WARWICK on this 9<sup>TH</sup> day of November, 1987, before me personally appeared Albert N. D'Amico, to me known and known by me to be the General Partner of KDF Partners and the person executing the foregoing instrument, and, being first duly sworn by me, he acknowledged said instrument, by him executed, to be his free act and deed in his capacity as General Partner of said KDF Partners, and he declared that the statements made therein were true.

Mary L Z Sanderson  
Notary Public

My Commission expires on:

JUNE 30, 1991

MARY L Z SANDERSON

Printed Name

STATE OF RHODE ISLAND  
COUNTY OF KENT

In WEST WARWICK on this 9<sup>TH</sup> day of November, 1987, before me personally appeared Albert N. D'Amico, to me known and known by me to be the person executing the foregoing instrument, and, being first duly sworn by me, he acknowledged said instrument, by him executed, to be his free act and deed in his capacity as

Attorney-in-Fact for the Assignor and Assignee Limited Partners,  
and he declared that the statements made therein were true.

Mary L. Z. Sanderson  
Notary Public

My Commission expires on:

June 30, 1991

MARY L. Z. SANDERSON  
Printed Name

SCHEDULE A

EDGEHILL PARTNERS

AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP

CAPITAL CONTRIBUTION

LIMITED PARTNERS

CASH AND NOTE

KDF Partners  
1400 Division Road  
West Warwick, RI 02893  
(36 Units)

\$1,800,000

Frank Fanella  
34 Sweet Briar Lane  
West Warwick, RI 02893  
(2 Units)

\$ 100,000