

FOURTH 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 February 28, 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, 1981 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, and Third Amendment to the Amended and Restated Certificate of Limited Partnership filed with the Secretary of State of Rhode Island on July 29, 1980, October 6, 1980, and June 4, 1981, respectively (hereinafter collectively referred to as the "Certificate"), desiring to amend the Certificate to reflect the assignment of one unit of limited partnership interest from Joseph E. Troccoli to Frank Fanella and one unit of limited partnership interest from The Rayon Foundation Trust

to Frank Fanella (the "Assignee") and the admission to the Partnership of the Assignee as a Substitute Limited Partner, do hereby solemnly swear as follows:

1. Article IV of the Certificate is amended by amending Schedule A referred to therein to provide as set forth in the Schedule A attached hereto.

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 30th day of December, 1982.



Chester H. Kirk,
General Partner

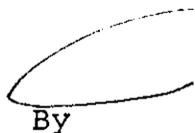
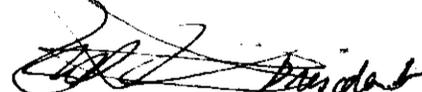


Albert N. D'Amico,
General Partner



Kenneth L. Kirk,
General Partner

Investors Advisory Corporation
(Formerly Providence Advisory Group, Inc.),
General Partner

By  Title 

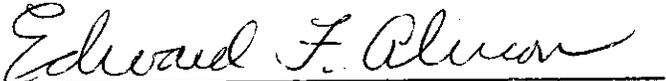
Title



Robert P. Freeman, Attorney-in-Fact
for the Limited Partners Listed
in Article IV of this Fourth
Amendment to the Amended and
Restated Certificate

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence on this 30TH day of DECEMBER, 1982,
before me personally appeared CHESTER H. KIRK, ALBERT N. D'AMICO
and KENNETH L. KIRK, to me known 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 declared that the statements made
therein were true.


Notary Public

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence on this 23^d day of December, 1982
before me personally appeared ROBERT P. FREEMAN, to me known and
known by me to be the President of INVESTORS ADVISORY CORPORATION
(formerly Providence Advisory Group, Inc.) 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 and the free act and deed of said INVESTORS
ADVISORY CORPORATION, and declared that the statements made therein
were true.


Notary Public

My Commission Expires June 30, 1986

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence on this 23^d day of December, 1982, before
me personally appeared ROBERT P. FREEMAN, 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 Limited Partners and declared that the statements made
therein were true.


Notary Public

My Commission Expires June 30, 1986

SCHEDULE A

EDGEHILL PARTNERS

AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP

<u>LIMITED PARTNERS</u>	<u>CAPITAL CONTRIBUTED</u>	
	<u>CASH</u>	<u>NOTE</u>
Donald D. Breed 85 Congdon Street Providence, RI 02906 (1 Unit)	\$10,000	\$40,000
George L. Hanna 134 Naushon Road Pawtucket, RI (1 Unit)	\$10,000	\$40,000
Stanley W. Gale, M.D. 67 Stimson Avenue Providence, RI 02906 (1 Unit)	\$50,000	
Robert Florin, M.D. 3 Hidden Street Providence, RI 02906 (1 Unit)	\$35,000	\$15,000
Sheila D. Przybyla 86 Bishop Avenue Seekonk, MA 02771 (1 Unit)	\$50,000	
Lena Forte 135 East Hill Drive Cranston, RI 02920 (1 Unit)	\$50,000	
Roswell D. Johnson, M.D. c/o Edgehill Newport Inc. 138 Harrison Avenue Newport, RI 02840 (1 Unit)	\$50,000	

L. Saul Alpert 21 Browning Drive Narragansett, RI 02882 (1 Unit)	\$50,000	
Lillian Mangione 1 Jackson Walkway Apt. 1108 Providence, RI 02903 (1 Unit)	\$50,000	
John P. Keyser 48 Edgewood Lane Bronxville, NY 10708 (1 Unit)	\$35,000	\$15,000
Bayard Ewing, Esq. 41 Waterman Providence, RI 02906 (1 Unit)	\$35,000	\$15,000
Mr. and Mrs. Richard F. Squizzero 124 Hyde Street Cranston, RI 02920 (1 Unit)	\$10,000	\$40,000
Harold D. Brewster New England Mutual Life Insurance Company 10 Orms Street Providence, RI (1 Unit)	\$50,000	
Ellen Hurvitz Karen Hurvitz 25 Williams Street Brookline, MA 02146 (1 Unit)	\$10,000	\$40,000
Joyce Hurvitz 28 Sayles Avenue Pawtucket, RI (1 Unit)	\$10,000	\$40,000
Karen Opalka c/o Renaissance 16 Arnold Place New Bedford, MA 02748 (1 Unit)	\$10,000	\$40,000

Mr. and Mrs. Heinz K. Vaterlaus 604 Union Wharf Boston, MA 02109 (1 Unit)	\$35,000	\$15,000
Samuel N. Chase c/o Ann & Hope, Inc. One Mill Street Cumberland, RI 02864 (1 Unit)	\$50,000	
John Street Associates 2 John Street Providence, RI 02906 (1 Unit)	\$10,000	\$40,000
Hanns H. Winkhaus 4 Duesseldorf Sybel Strasse 24B Federal Republic of Germany (1 Unit)	\$50,000	
Mary Cullen Seaman Seaman Road Ospray, FL 33559 (1 Unit)	\$50,000	
Ralph P. Benn Nayatt Point Barrington, RI 02806 (1 Unit)	\$50,000	
Frank Fanella 34 Sweet Briar Lane West Warwick, RI (2 Units)	\$100,000	

Raymond W. Thayer Jean N. Thayer P. O. Box 118 N. Kingstown, RI 02852 (1 Unit)	\$50,000	
Andrew M. Hunt 91 Nayatt Road Barrington, RI 02806 (1 Unit)	\$10,000	\$40,000
John J. Donley 223 Hoppin Hill Road North Attleboro, MA 02760 (1 Unit)	\$50,000	
Yaichi Ayukawa c/o Techno-Venture Co., Ltd. 25, 1 Bancho, Chiyodaku Tokyo, Japan (1 Unit)	\$50,000	
Norman E. McCulloch, Jr. c/o Microfibres, Inc. Box 517 Pawtucket, RI 02862 (1 Unit)	\$50,000	
John J. Fitzgerald, Jr. Gloria R. Fitzgerald 1 Orchard Drive Cranston, RI 02920 (1 Unit)	\$35,000	\$15,000
Thomas H. Nicholson Catherine F. Nicholson 440 Conant Road Weston, MA 02193 (1 Unit)	\$35,000	\$15,000
Lillian C. Mossop c/o W. Lincoln Mossop, Jr. Barrett & Company 1130 Hospital Trust Building Providence, RI 02903 (1 Unit)	\$50,000	

Helmut Augenstein 1300 Warwick Neck Avenue Warwick, RI 02889 (1 unit)	\$10,000	\$40,000
Adams-Wright Associates 115 Apple Tree Lane Warwick, RI 02888 (1 Unit)	\$50,000	
Povar-McDowell Associates c/o Barclay Douglas & Co., Inc. 50 South Main Street Providence, RI 02903 (1 Unit)	\$50,000	
Henry D. DeWolf, Jr. 40 South Meadow Lane Barrington, RI 02806 (1 Unit)	\$50,000	
Ronald E. Kutrieb c/o Realty Income Trust 321 South Main Street Providence, RI 02903 (1 Unit)	\$10,000	\$40,000
Rhode Island Hospital Trust National Bank and Richard F. Staples, Trustees u/agr/o Sheila Lloyd Pellegrini dated 2/16/61 One Hospital Trust Plaza Providence, RI 02903 (1 Unit)	\$10,000	\$40,000

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