

NINTH 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 Edgell 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 and Eighth 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, and September 18, 1986 (hereinafter collectively referred to as the "Certificate"), desiring to amend the Certificate to reflect (i) the assignment of four units of limited partnership interest to KDF Partners (formerly ENI Partners), a Rhode Island general partnership, and the admission of KDF Partners to the Partnership as a Substitute Limited Partner and (ii) the assignment of the general partnership interest of Investors Advisory Corporation (formerly Providence Advisory Group, Inc.) to KDF Partners and the withdrawal of Investors Advisory Group, Inc. as a General Partner and the admission of KDF Partners as a successor General Partner, 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

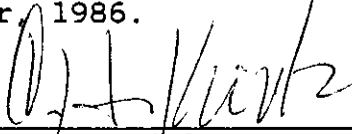
Kenneth L. Kirk  
10 Seaview Avenue  
Cranston, RI

KDF Partners  
1400 Division Road  
West Warwick, 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 30<sup>th</sup> day of December, 1986.

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

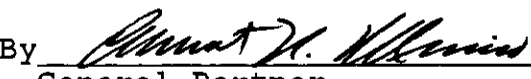
  
\_\_\_\_\_  
Albert N. D'Amico, General Partner

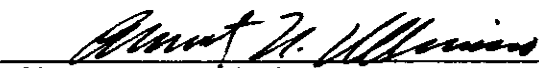
  
\_\_\_\_\_  
Kenneth L. Kirk, General Partner

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

By   
\_\_\_\_\_  
Robert P. Freeman, President

KDF Partners,  
Successor General Partner

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 W. Warwick, on this 24<sup>th</sup> day of December, 1986, 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 he declared that the statements made therein were true.

Joachim A. Weissfeld  
Notary Public

My Commission expires on:

6/30/91

JOACHIM A. WEISSFELD  
Printed Name

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

In Providence, on this 30<sup>th</sup> day of December, 1986, 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 in his capacity as President of said INVESTORS ADVISORY CORPORATION, and he declared that the statements made therein were true.

Margaret D. Farrell  
Notary Public

My Commission expires on:

6/30/91

MARGARET D. FARRELL  
Printed Name

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE KENT

In W. Warwick, on this 24th day of December, 1986, 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.

Joachim A. Weissfeld  
Notary Public

My Commission expires on:

6/30/91  
JOACHIM A. WEISSFELD  
Printed Name

STATE OF RHODE ISLAND  
COUNTY OF KENT

In W. Warwick, on this 24th day of December, 1986, 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.

Joachim A. Weissfeld  
Notary Public

My Commission expires on:

6/30/91  
JOACHIM A. WEISSFELD  
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

CP50 50.00

CHEK 50.00

01/05/87 PAID 0274A001

DEC 30 1986