

✓ (1)
January 1, 1991

PAOLINO LIMITED PARTNERSHIP

**First Amendment to the
Certificate and Agreement of
Paolino Limited Partnership
A Rhode Island Limited Partnership
(The Partnership)**

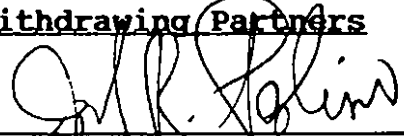
Whereas, the Partnership has conducted no business and certain General and Limited Partners wish to withdraw from the Partnership and others wish to become partners in the Partnership.

Now Therefore, in consideration of the mutual covenants contained herein, the parties hereto agree as follows:

- I **Withdrawals**: The following partners hereby withdraw from Partnership and herewith shall receive a return of their capital.
- 1) Joseph R. Paolino, General Partner, Capital \$3;
 - 2) Joseph R. Paolino as Trustee under a Trust Agreement dated July 10, 1989 in which Joseph R. Paolino is Grantor, Limited Partner, capital \$99; and
 - 3) Donna M. Paolino as Trustee under a Trust Agreement dated December 18, 1984 in which Joseph R. Paolino is Grantor, Limited Partner, capital \$99.
- II **Admission of New Partners**: The following are hereby admitted or continued as partners of the Partnership with contributed capital as indicated:
- 1) Joseph R. Paolino Management Corporation, a Rhode Island corporation, with an address at 76 Dorrance Street, Providence, Rhode Island 02903, as a General Partner and Agent for service of process, capital \$100.
 - 2) Donna M. Paolino, with a resident address at Providence, Rhode Island, as a General Partner and Limited Partner, capital \$200.
- III **Continuation of the Partnership**: The Partnership shall continue under the terms set forth in the Certificate of Limited Partnership.

IN WITNESS WHEREOF, the parties hereto have signed this Agreement as of the date set forth above.

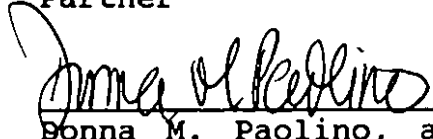
Withdrawing Partners



Joseph R. Paolino,
General Partner



Joseph R. Paolino, as Trustee
under a Trust Agreement dated
July 10, 1989, in which Joseph
R. Paolino is Grantor, Limited
Partner

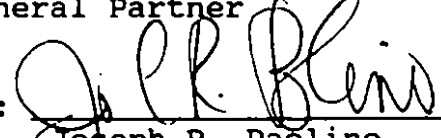


Donna M. Paolino, as Trustee
under a Trust agreement dated
December 18, 1984, in which
Joseph R. Paolino is Grantor,
Limited Partner

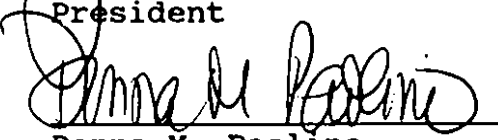
New Continuing Partners

Joseph R. Paolino
Management Corporation,
General Partner

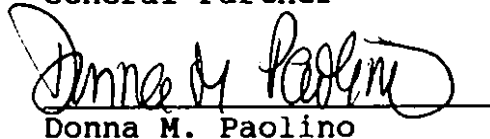
By: _____



Joseph R. Paolino
President



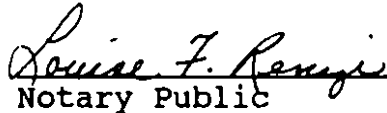
Donna M. Paolino
General Partner



Donna M. Paolino
Limited Partner

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence on the 5th day of January, 1991, before me personally appeared the above named Joseph R. Paolino individually, as Trustee, under a Trust Agreement dated July 10, 1989, Joseph R. Paolino, Grantor and as President of the Joseph R. Paolino Management Corporation, to me known and known by me to be the party executing the foregoing instrument and he acknowledged said instrument by him executed to be his free act and as such Trustee and President and the free act and deed of said Trust and Corporation.


Notary Public

My Commission Expires: 6/30/91

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence on the 5th day of January, 1991, before me personally appeared the above named Donna M. Paolino, individually and as Trustee under a Trust Agreement dated December 18, 1984, Joseph R. Paolino, Grantor, to me known and known by me to be the party executing the foregoing instrument and she acknowledged said instrument by her executed to be her free act and deed individually and as Trustee and the free act and deed of said Trust.


Notary Public

My Commission Expires: 6/30/91

RECEIVED
SECRETARY OF STATE
600 N. 10TH ST. PMB.
LINCOLN, NE 68509

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Rec'd & Filed MAR 15 1991