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SECRETARY OF STATE
CORPORATIONS DIV.



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED PARTNERSHIP

CERTIFICATE OF LIMITED PARTNERSHIP
(To Be Filed In Duplicate Original)

The undersigned, desiring to form a limited partnership under and by virtue of the powers conferred by Section 7-13-8 of the General Laws, 1956, as amended, do execute the following Certificate of Limited Partnership:

1. The name of the limited partnership shall be:

The Gregory P. Barber Limited Partnership

(The name must contain the words "limited partnership" or the letters and punctuation "L.P.")

2. The address of the specified office in this state where the records of the limited partnership shall be kept is:

c/o Kenneth J. Andsager, CPA, One State Street, Suite 200, Providence, RI 02908

3. The name and address of the specified agent for service of process is Kenneth J. Andsager, CPA

(Name of Agent)

One State Street, Suite 200

Providence

RI 02908

(Street Address, not P.O. Box)

(City/Town)

(Zip Code)

4. The name and business address of each general partner is:

General Partner

Business Address

Team Gregarious, Inc.

c/o Kenneth J. Andsager, CPA

One State Street, Providence, RI 02908

5. The mailing address for the limited partnership is c/o Kenneth J. Andsager, CPA, One State Street, Suite 200

(Street Address)

Providence

Rhode Island

02908

(City/Town)

(State)

(Zip Code)

FILED

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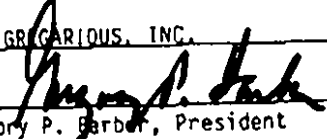
6. Any other matters the partners determine to include herein:

(If additional space is required, please list on separate attachment.)

Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: December 23, 2003

By TEAM GREGARIOUS, INC.

By 

Gregory P. Barber, President

By _____

By _____

By _____

Signature(s) of all general partners named herein

Gregory P. Barber & Associates, Inc.
640 Ten Rod Road
North Kingstown, Rhode Island 02852

December 23, 2003

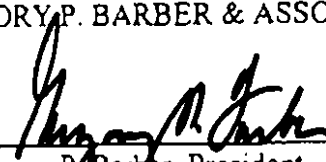
Rhode Island Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903

Re: The Gregory P. Barber Limited Partnership

Ladies/Gentlemen:

The undersigned authorized signatory of Gregory P. Barber & Associates, Inc., a Rhode Island corporation ("GPB Associates"), acting for and on behalf of GPB Associates, hereby consents to the use of the name "The Gregory P. Barber Limited Partnership" in connection with the formation of The Gregory P. Barber Limited Partnership, a Rhode Island limited partnership (the "Partnership"), and also consents to the Partnership transacting business under said name.

GREGORY P. BARBER & ASSOCIATES, INC.

By: 

Gregory P. Barber, President