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ABBOTT VALLEY ASSOCIATES

First Amendment to Certificate of Limited Partnership

WHEREAS, the Abbott Valley Associates Limited Partnership Agreement, dated April 1, 1981 (the "Original Agreement"), has been amended by a First Amendment to Limited Partnership Agreement of even date herewith (the "First Agreement Amendment") pursuant to which paragraph 12(a)(ii) of the Original Agreement was amended to allow the transfer of limited partnership interests to the brothers or sisters of a limited partner, and Anastasia H. Marty, JoAnn H. Tambakis, and Hytho H. Pantazelos (the "Additional Limited Partners") were admitted as additional limited partners;\*

WHEREAS, the undersigned desire to amend the Abbott Valley Associates Certificate of Limited Partnership filed with the Secretary of State of the State of Rhode Island on May 14, 1981 (the "Original Certificate") to reflect the First Agreement Amendment, and the admission of the Additional Limited Partners as described above;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto hereby agree that the Original Certificate shall be amended as follows:

1. Paragraph X(a)(i) of the Original Certificate is hereby deleted and the following paragraph is hereby substituted in its place:

\*Note: The Additional Limited Partners are assignees of a percentage of the limited partnership interest of Lily Haseotes Bentas.

(i) Any limited partner shall have the right to sell or otherwise transfer his or her limited partnership interest, in whole or in part, to his or her spouse, lineal descendant, brothers or sisters, nieces or nephews, or to a trust for the benefit of such an individual or individuals.

2. Paragraph IV of the Original Certificate is hereby amended to add the following Limited Partners:

Anastasia H. Marty	82 Herrontown Lane Princeton, New Jersey 08540
JoAnn H. Tambakis	10852 Honeycreek Road, N.W. Thornville, Ohio 43076
Hytho H. Pantazelos	Woodcock Lane Lincoln, Massachusetts 01773*

3. Paragraph IX of the Original Certificate is hereby amended by substituting  $8 \frac{1}{12}\%$  for the " $32 \frac{1}{3}\%$ " set forth opposite the name of Lily Haseotes Bentas under the heading "Limited Partners", and by adding the following additional limited partners who shall share in the net profits and bear the net losses of the Partnership in the proportion set forth below opposite their respective names:

Anastasia H. Marty	$8 \frac{1}{12}\%$
JoAnn H. Tambakis	$8 \frac{1}{12}\%$
Hytho H. Pantazelos	$8 \frac{1}{12}\%$

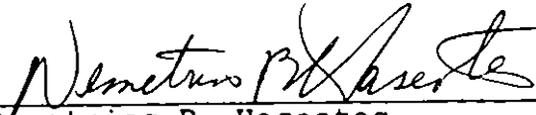
4. Any reference in the Original Certificate to the Original Agreement shall be deemed to refer to the Original Agreement as amended by the First Agreement Amendment.

5. Except as provided hereinabove, the Original Certificate is hereby ratified and confirmed in all respects.

\*Note: The Additional Limited Partners are assignees of a percentage of the limited partnership interest of Lily Haseotes Bentas.

EXECUTED under seal and sworn to as of the 2nd day of  
January, 1983.

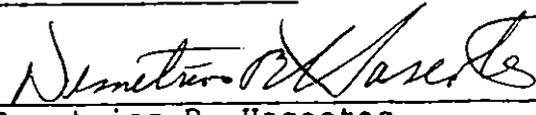
GENERAL PARTNERS:

  
Demetrios B. Haseotes

  
George Haseotes

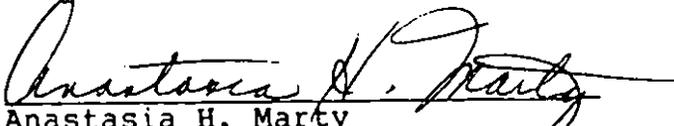
  
Lily Haseotes Bentas

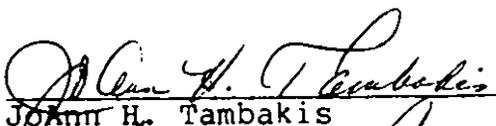
LIMITED PARTNERS:

  
Demetrios B. Haseotes

  
George Haseotes

  
Lily Haseotes Bentas

  
Anastasia H. Marty

  
Johann H. Tambakis

  
Rytho H. Pantazelos

COMMONWEALTH OF MASSACHUSETTS

Norfolk , ss.

March 11 , 1983

Then personally appeared the above-named Demetrios B. Haseotes and acknowledged the foregoing to be his free act and deed, before me.

Richard T. Harris  
Notary Public

My commission expires: 4/2/87

COMMONWEALTH OF MASSACHUSETTS

Norfolk , ss.

March 11 , 1983

Then personally appeared the above-named George Haseotes and acknowledged the foregoing to be his free act and deed, before me.

Richard T. Harris  
Notary Public

My commission expires: 4/2/87

COMMONWEALTH OF MASSACHUSETTS

Norfolk , ss.

March 11 , 1983

Then personally appeared the above-named Lily Haseotes Bentas and acknowledged the foregoing to be her free act and deed, before me.

Richard T. Harris  
Notary Public

My commission expires: 4/2/87

STATE OF NEW JERSEY

, SS.

, 1983

Then personally appeared the above-named Anastasia H. Marty and acknowledged the foregoing to be her free act and deed, before me.

(Seal)

  
\_\_\_\_\_  
Notary Public

GILL B. HALLIEZ  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires November 24, 1984

My commission expires: \_\_\_\_\_

COMMONWEALTH OF MASSACHUSETTS

Norfolk

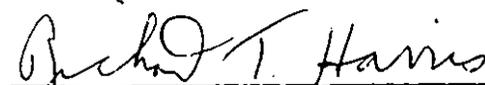
, SS.

March 11

, 1983

Then personally appeared the above-named JoAnn H. Tambakis and acknowledged the foregoing to be her free act and deed, before me.

(Seal)

  
\_\_\_\_\_  
Notary Public

My commission expires: 4/2/87

COMMONWEALTH OF MASSACHUSETTS

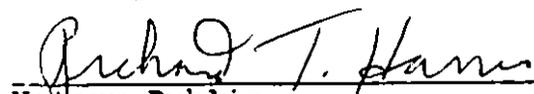
Norfolk

, SS.

March 14

, 1983

Then personally appeared the above-named Hytho H. Pantazelos and acknowledged the foregoing to be her free act and deed, before me.

  
\_\_\_\_\_  
Notary Public

My commission expires: 4/2/87

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MAY 20 1983  
*for*