

TRIARC ASSOCIATES

FIRST AMENDMENT TO
AMENDED AND RESTATED AGREEMENT AND
CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, in compliance with the provisions of the Uniform Limited Partnership Act of the State of Rhode Island, Title 7, Chapter 13 of the General Laws of Rhode Island, 1956, as amended, in order to amend the Amended and Restated Agreement and Certificate of Limited Partnership of Triarc Associates (the "Partnership") dated August 29, 1984 and filed in the office of the Secretary of State of Rhode Island on August 30, 1984, to provide for the admission to the Partnership of Louis De Mascole, Donald C. Tatro and Charles P. O'Donnell as limited partners do hereby certify, acknowledge and swear to the following:

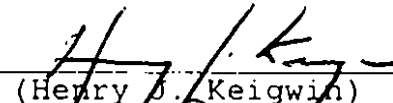
1. That Schedule A attached to the Amended and Restated Agreement and Certificate of Limited Partnership of Triarc Associates, is hereby amended in its entirety to read as set forth on Schedule A hereto.

2. Except as modified hereby said Amended and Restated Agreement and Certificate of Limited Partnership is hereby ratified and confirmed.

IN WITNESS WHEREOF, the undersigned has signed and sworn to this First Amendment to Amended and Restated Agreement and

Certificate of Limited Partnership of Triarc Associates as of
the 14th day of September, 1984.

GENERAL PARTNERS



(Henry J. Keigwin)



(Paul T. Prindiville)



(Michael Leonardo)

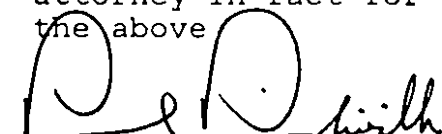
Archipelago Corp

By: 

LIMITED PARTNERS

Robert D. Smith, John G. Dunn,
Jr., Charles F. Rogers, Jr.,
Martha Rogers, Avery Insurance
Agency Pension Trust, Geoffrey
Miller, Rosan Investments,
Heather L. Main, Valentine Hold-
ings, Louis De Mascole, Donald C.
Tatro and Charles P. O'Donnell

By: Paul T. Prindiville as
attorney-in-fact for each of
the above



Paul T. Prindiville,
Attorney-in-fact

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence in said County on the 14th day of September, 1984, before me personally appeared Henry J. Keigwin, to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed.

Charles F. Rogers Jr.

Notary Public

My Commission Expires: 6/30/86

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence in said County on the 14th day of September, 1984, before me personally appeared Paul T. Prindiville, to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed.

Charles F. Rogers Jr.

Notary Public

My Commission Expires: 6/30/86

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence in said County on the 14th day of September, 1984, before me personally appeared Michael Leonardo, to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed.

Charles F. Rogers Jr.

Notary Public

My Commission Expires: 6/30/86

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence in said County on the 14th day of September, 1984, before me personally appeared Paul T. Prindiville, Vice President of Archipelago Corp., to me known and known by me to

be the person executing the foregoing instrument, and he acknowledged said instrument by him to be his free act and deed in said capacity, and the free act and deed of said Corporation.

Charles F. Rogers Jr

Notary Public

My Commission Expires 6/30/86:

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence in said County on the *14th* day of September, 1984, before me personally appeared Paul T. Prindiville, to me known and known by me to be the person executing the foregoing instrument as attorney-in-fact for each of Robert D. Smith, John G. Dunn, Jr., Charles F. Rogers, Jr., Martha Rogers, Avery Insurance Agency Pension Trust, Geoffrey Miller, Rosan Investments, Heather L. Main, Valentine Holdings, Louis De Mascole, Donald C. Tatro and Charles P. O'Donnell, and he acknowledged said instrument by him executed to be his free act and deed for and on behalf of each of the foregoing persons and entities as their attorney-in-fact.

Charles F. Rogers Jr

Notary Public

My Commission Expires: 6/30/86

Triarc Associates
Schedule A to
Amended and Restated Agreement and
Certificate of Limited Partnership

<u>General Partners</u> <u>Name and Address</u>	<u>Capital*</u> <u>Contribution</u>	<u>Percentage</u> <u>Interest</u>
Henry J. Keigwin 25 Thurber Boulevard Smithfield, RI 02917	\$ 20,000	11.111%
Paul T. Prindiville 189 High Street Bristol, RI 02809	\$ 20,000	11.111%
Michael Leonardo 29 Laura Street East Providence, RI	\$ 60,000**	16.666%
Archipelago Corp. 25 Thurber Boulevard Smithfield, RI 02917	\$ 20,000	11.111%
 <u>Limited Partners</u> <u>Name and Address</u>		
Robert D. Smith 39 Meadowbrook Drive Barrington, RI 02806	\$ 20,000	4.545%
John G. Dunn, Jr. 28 Meadowbrook Drive Barrington, RI 02806	\$ 20,000	4.545%

* All General Partner Capital Contributions were made not later than December 31, 1983.

** Capital contribution in form of agreed value of real estate contributed by Michael Leonardo. Such real estate contains approximately 48,835 square feet and identified as Parcel 2, Block 1, Map 711 of the records of the Tax Assessor of the City of East Providence, Rhode Island.

Charles F. Rogers, Jr. and Martha Rogers 29 Thayer Street Providence, RI 02906	\$ 20,000	4.545%
Avery Insurance Agency Pension Trust New Meadow Road Barrington, RI	\$ 20,000	4.545%
Geoffrey Miller 849 Logan Avenue Toronto, Ontario Canada	\$ 20,000	4.545%
Rosan Investments 309 Davisville Avenue Toronto, Ontario Canada	\$ 20,000	4.545%
Heather L. Main c/o Merrill Lynch Canada, Inc. Toronto Dominion Centre Toronto, Ontario Canada	\$ 20,000	4.545%
Valentine Holdings 11 Burnhamthorpe Park Blvd. Islington, Ontario Canada	\$ 20,000	4.545%
Louis De Mascole 325 Red Chimney Drive Warwick, RI 02886	\$ 20,000	4.545%
Donald C. Tatro 95 Lloyd Road Saunderstown, RI 02874	\$ 20,000	4.545%
Charles P. O'Donnell 46 Cooke Street Providence, RI 02906	\$ 20,000	4.545%

09/19/84 6415 00000001 56.00
0000 0000 00.00

SEP 19 1984

for