

#49706

FIRST AMENDMENT TO CERTIFICATE OF  
LIMITED PARTNERSHIP OF HGR PROGRAM II ASSOCIATES

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

Pursuant to the provisions of Section 7-13-26 G.L.R.I., 1956, as amended (1969 Re-enactment), the undersigned, as general and limited partners, as the case may be, of HGR Program II Associates, adopt the following first amendment to its certificate of formation and do hereby solemnly swear as follows:

1. Article IV is hereby amended in its entirety to provide as follows:

"IV. The name and place of residence of each member - general and limited partners being respectively designated, is:

GENERAL PARTNERS:

Henry E. Kates  
231 Arlington Avenue  
Providence, Rhode Island

George F. Kilborn  
103 Elton Street  
Providence, Rhode Island

Richard L. Abedon  
North Court  
Tiverton, Rhode Island

LIMITED PARTNERS:

There are two classes of Limited Partners as follows:

a. Special Limited Partner:

Adpro Management Services, Inc.  
Suite 320, 50 Lakefront Blvd.  
Buffalo, NY 14202

b. Investor Limited Partners:

See Schedule A attached hereto."

2. Article VI is hereby amended in its entirety to provide as follows:

"VI. The amount of cash and a description and the agreed value of the other property contributed by each limited partner: Each Investor Limited Partner has contributed the sum of \$70,250 for each Unit of limited partnership interest owned by him, or a proportionally lesser or greater amount in the case of the ownership of less or more than one Unit. Each Investor Limited Partner has made such contribution for each Unit by (a) payment of cash in the amount of \$23,417 and (b) the balance of \$46,833 by delivery of an irrevocable letter of credit in the amount of \$56,200. The Special Limited Partner has not made a contribution to the Partnership."

Except as expressly amended herein, the certificate of limited partnership is hereby ratified, confirmed and approved in all respects.

Schedule A

HGR PROGRAM II ASSOCIATES

CERTIFICATE OF LIMITED PARTNERSHIP

<u>INVESTOR</u> <u>LIMITED PARTNERS</u>	<u>CAPITAL</u> <u>CONTRIBUTED</u>
A.B.R. Associates , a Rhode Island General Partnership, c/o 144 Westminster Street Providence, Rhode Island (1/2 Unit)	\$ 35,125.00
Richard R. Ackerman 236 Woodland Road Woonsocket, Rhode Island (1/2 Unit)	\$ 35,125.00
John R. Bernardo, Jr. 27 Riverside Drive Barrington, Rhode Island (1/2 Unit)	\$ 35,125.00
Milton C. Bickford 103 Highland Avenue Warwick, Rhode Island (1 Unit)	\$ 70,250.00
Robert H. Brodie 170 East Hill Drive Cranston, Rhode Island (1 Unit)	\$ 70,250.00
Timothy N. Buffum 145 New Meadow Road Barrington, Rhode Island (1 Unit)	\$ 70,250.00
Bernard V. Buonanno, Jr. 100 Freeman Parkway Providence, Rhode Island (1/2 Unit)	\$ 35,125.00
Thomas J. Coghlin 65 Boston Neck Road North Kingstown, Rhode Island (1/2 Unit)	\$ 35,125.00
Stanley I. Cohen 145 Marbury Avenue Pawtucket, Rhode Island (1 Unit)	\$ 70,250.00

STATE OF RHODE ISLAND  
COUNTY OF Providence

In                    on this 11<sup>th</sup> day of December, 1981, before me personally appeared Richard L. Abedon 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 and declared that the statements made therein were true.

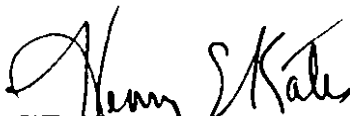
Norman P. Huhli  
Notary Public

STATE OF RHODE ISLAND  
COUNTY OF Providence

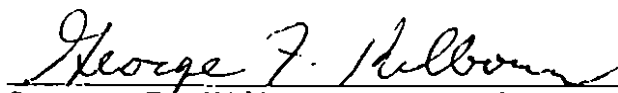
In Providence on this 23<sup>d</sup> day of December, 1981, before me personally appeared George F. Kilborn to me known and known by me to be the person executing the foregoing instrument, and, being first duly sworn by me, he acknowledged said instrument by him executed to be his free act and deed, individually and in said capacity as Attorney-in-fact for the Investor Limited Partners and the Special Limited Partner and declared that the statements made therein were true.

Richard G. Small  
Notary Public

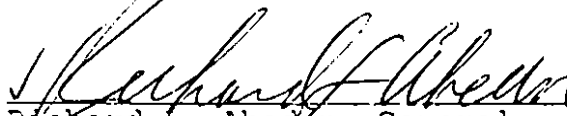
IN WITNESS WHEREOF the parties have hereunto set their hands  
and seals this 25<sup>th</sup> day of December, 1981.



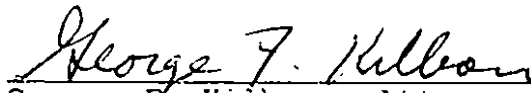
Henry E. Kates, General Partner  
and withdrawing Initial Limited Partner



George F. Kilborn, General  
Partner and withdrawing Initial  
Limited Partner



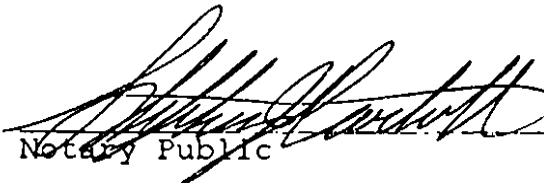
Richard L. Abedon, General  
Partner and withdrawing Initial Limited  
Partner



George F. Kilborn, Attorney-in-fact  
for the Investor Limited Partners and  
the Special Limited Partner listed on  
Schedule A attached hereto and made a  
Part hereof

STATE OF RHODE ISLAND  
COUNTY OF Providence

In Providence on this 11<sup>th</sup> day of December, 1981, before  
me personally appeared Henry E. Kates 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 and declared that the state-  
ments made therein were true.

  
Notary Public

INVESTOR  
LIMITED PARTNERS

CAPITAL  
CONTRIBUTED

Francis H. Curren, Jr. 127 Newport Avenue Jamestown, Rhode Island (1 Unit)	\$ 70,250.00
William M. Dolan, Jr. 51 St. George Court Warwick, Rhode Island (3/4 Unit)	\$ 52,687.50
Herbert L. Emers and Ruth J. Emers 295 Olney Street Providence, Rhode Island (1/2 Unit)	\$ 35,125.00
Bayard Ewing 1 Waterman Street Providence, Rhode Island (1 Unit)	\$ 70,250.00
Goldman & Biafore 72 South Main Street Providence, Rhode Island (2 Units)	\$140,500.00
David H. Haffenreffer 360 Olney Street Providence, Rhode Island (1 Unit)	\$ 70,250.00
David E. Henderson 35 Downing Street Providence, Rhode Island (1 Unit)	\$ 70,250.00
Edward L. Hochman 65 Emeline Street Providence, Rhode Island (1/2 Unit)	\$ 35,125.00
Richard Huntwork and Barbara Huntwork 216 Spencer Avenue Warwick, Rhode Island (1 Unit)	\$ 70,250.00

INVESTOR  
LIMITED PARTNERS

CAPITAL  
CONTRIBUTED

K & A Associates, a Rhode Island General Partnership, 144 Westminster Street Providence, Rhode Island (2-3/4 Units)	\$193,187.50
Adelaide Knight Lippitt Farm Hope, Rhode Island (1/2 Unit)	\$ 35,125.00
Lawrence D. Kortick 95 Sweetbriar Drive Cranston, Rhode Island (3/4 Unit)	\$ 52,687.50
Arthur C. Kreuter, III 25 Manton Avenue Providence, Rhode Island (1/2 Unit)	\$ 35,125.00
Stephen Lewinstein 17 Greateon Drive Providence, Rhode Island (1/2 Unit)	\$ 35,125.00
Robert A. Marsello 478 Love Lane East Greenwich, Rhode Island (1 Unit)	\$ 70,250.00
George H. Martland, III 116 Ruggles Avenue Newport, Rhode Island (1/4 Unit)	\$ 17,562.50
Edmund M. Mauro, Jr. 90 Congdon Street Providence, Rhode Island (2 Units)	\$140,500.00
Robert H. Pease 47 Katherine Court Warwick, Rhode Island (1 Unit)	\$ 70,250.00

INVESTOR  
LIMITED PARTNERS

CAPITAL  
CONTRIBUTED

J. William Pinkos  
87 Upton Avenue  
Providence, Rhode Island  
(1 Unit)

\$ 70,250.00

Anthony J. Ramos  
11 Griswold Avenue  
Bristol, Rhode Island  
(1/2 Unit)

\$ 35,125.00

Hye J. Rapaporte  
287 Wood Haven Road  
Pawtucket, Rhode Island  
(1 Unit)

\$ 70,250.00

Norman C. Smith  
225 Howland Road  
East Greenwich, Rhode Island  
(1-1/2 Units)

\$105,375.00

Clarence Harold Soderberg, Jr.  
521 Love Lane  
Warwick, Rhode Island  
(1 Unit)

\$ 70,250.00

Irwin Sparr  
66 Faunce Drive  
Providence, Rhode Island  
(1 Unit)

\$ 70,250.00

Kenneth R. Thornton and Linda W. Thornton  
5 Oakwood Drive  
East Greenwich, Rhode Island  
(1/2 Unit)

\$ 35,125.00

Conrad Wilkes  
86 Windward Lane  
Bristol, Rhode Island  
(1 Unit)

\$ 70,250.00