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145 WESTMINSTER STREET ASSOCIATES, L.P.

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, ON September 30, 1988, the Certificate of Limited Partnership (The "Certificate") of 145 Westminster Street Associates, L.P. (The "Partnership") was filed with the Rhode Island Secretary of State; and

WHEREAS, pursuant to Amendment to Partnership Agreement dated December 31, 1990, Joseph R. Esposito, general partner, has withdrawn from the Partnership; and

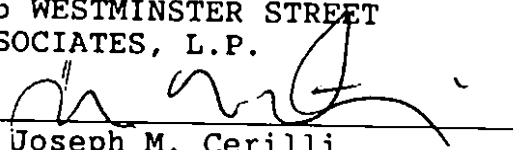
WHEREAS, the parties wish to amend the Certificate to reflect such withdrawal.

NOW, THEREFORE, the Certificate is amended to reflect the withdrawal of Joseph R. Esposito, general partner, from the partnership on December 31, 1990.

IN WITNESS WHEREOF, the undersigned has caused this certificate to be executed as of the 31st day of December, 1990.

145 WESTMINSTER STREET
ASSOCIATES, L.P.

By


Joseph M. Cerilli
General Partner

RECEIVED
SECRETARY OF STATE
CORRESPONDENCE

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Rec'd & Filed MAR 01 1991
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