

ing Fee: \$50.00

62208

State of Rhode Island and Providence Plantations

FOREIGN LIMITED PARTNERSHIP
APPLICATION FOR
CERTIFICATE OF REGISTRATION
OF

RD WOONSOCKET ASSOCIATES LIMITED PARTNERSHIP

To the Secretary of State

of the State of Rhode Island

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the State of Rhode Island and for that purpose submits the following statement:

FIRST: The name of the limited partnership is RD WOONSOCKET ASSOCIATES LIMITED
PARTNERSHIP and, if different, the name which it
proposes to register and transact business in the State of Rhode Island is

(If not applicable, so state)

SECOND: It is organized under the laws of Delaware
and the date of its formation is August 22, 1990

THIRD: The general character of the business it proposes to transact in Rhode Island is
the acquisition, development and operation of real estate.

FOURTH: The Rhode Island address of its proposed agent for service of process on the foreign limited
partnership is 101 Dyer Street, Suite 3-A, Providence, Rhode Island 02903

and the name of the agent resident in Rhode Island at that address is
The Prentice-Hall Corporation System, Inc.

FIFTH: The foreign limited partnership hereby agrees that if the foreign limited partnership fails to
appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent
cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the
Secretary of State of the State of Rhode Island as its agent for service of process.

SIXTH: The address of the office required to be maintained in the state of organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is.....
c/o The Prentice-Hall Corporation System, Inc.
32 Lookerman Square, Suite L-100, Dover, Delaware

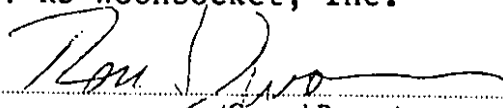
SEVENTH: If the Certificate of Limited Partnership filed in the foreign limited partnership's state of organization is not required to include the names and business addresses of the partners, the following are the names and addresses of all partners: (If not applicable, so state)

General Partners	Address
RD Woonsocket, Inc.	c/o RD Capital, Inc. 485 Madison Avenue New York, NY 10022

Limited Partners	Address
RD Properties L.P. II	485 Madison Avenue New York, NY 10022

Dated October 1, 1990.

RD WOONSOCKET ASSOCIATES LIMITED
(Exact name of Limited Partnership making application)
By: RD Woonsocket, Inc.

By 

~~ROSS DWORMAN~~
Ross Dworman, President
RD Woonsocket, Inc.

New York

County

Expires January 19, 1992

State of New York

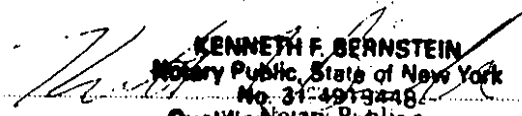
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County of New York

At New York in said county on this 1st
day of October, 1990, personally appeared before me

who, being by me first duly sworn, declared that he ~~is~~^{*} General Partner of the RD Woonsocket
Associates Limited Partnership, that he ~~is~~^{*} signed the foregoing
document as ~~a~~^{xx} General Partner of the limited partnership, and that the statements therein contained are true.

*President of RD Woonsocket, Inc.


KENNETH F. BERNSTEIN
Notary Public, State of New York
No. 314913418
Qualified in New York County
Commission Expires January 19, 1992

RD Woonsocket, Inc.
c/o RD Capital, Inc.
485 Madison Avenue
New York, New York 10022

Secretary of State
State of Rhode Island

Dear Sir/Madam:

In connection with the Foreign Limited Partnership Application for Certificate of Registration, enclosed herewith, please be advised that this Corporation hereby consents to the use of the name RD Woonsocket Associates Limited Partnership in the State of Rhode Island.

RD WOONSOCKET, INC.

By: 

Ross Dworman, President