

Filing Fee: \$100.00

ID Number: 116209



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED PARTNERSHIP

CERTIFICATE OF LIMITED PARTNERSHIP
(To Be Filed In Duplicate Original)

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
JAN 5 12 26 PM '01

The undersigned, desiring to form a limited partnership under and by virtue of the powers conferred by Section 7-13-8 of the General Laws, 1956, as amended, do execute the following Certificate of Limited Partnership:

1. The name of the limited partnership shall be:

NOEL FAMILY LIMITED PARTNERSHIP *CL*

(The name must contain the words "limited partnership" or the letters and punctuation "L.P.")

2. The address of the specified office in this state where the records of the limited partnership shall be kept is:

ONE BANKBOSTON PLAZA, SUITE 1800, PROVIDENCE, RI 02903

3. The name and address of the specified agent for service of process is PHILIP W. NOEL

(Name of Agent)

ONE BANKBOSTON PLAZA, SUITE 1800, PROVIDENCE

(Street Address, not P.O. Box)

(City/Town)

RI

02903

(Zip Code)

4. The name and business address of each general partner is:

General Partner

Business Address

PHILIP W. NOEL

ONE BANKBOSTON PLAZA, SUITE 1800

PROVIDENCE, RI 02903

JOYCE A. NOEL

345 CHANNEL VIEW DRIVE - UNIT 105

WARWICK, RI 02889

5. The mailing address for the limited partnership is ONE BANKBOSTON PLAZA, SUITE 1800

(Street Address)

PROVIDENCE

(City/Town)

RHODE ISLAND

(State)

02903

(Zip Code)

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6. Any other matters the partners determine to include herein:

NONE

(If additional space is required, please list on separate attachment.)

Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: JANUARY 2, 2001

By

By

By

By

By

Signature(s) of all general partners named herein