



Filing Fee: \$100.00

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND
02903-1335

CERTIFICATE OF LIMITED PARTNERSHIP

Be it Known to All by these Presents, That we, the undersigned, desiring to form a limited partnership under and by virtue of the powers conferred by Chapter 7-13-8 of the General Laws of Rhode Island, do execute the following Certificate of Limited Partnership:

FIRST: The name of the partnership shall be

GRANOFF REALTY II LIMITED PARTNERSHIP

SECOND: The address of the specified office of the partnership is

One Park Row, Providence, RI 02903

(NO. STREET, CITY OR TOWN IN RHODE ISLAND)

and the name of the specified agent for service of process at such address is Richard A. Licht

THIRD: The name and business address of each general partner:

General Partners

Residence

(NO. STREET, CITY OR TOWN, STATE)

Granoff Associates, LLC

170 Westminster Street, Providence, RI 02903

FOURTH: The mailing address for the limited partnership

170 Westminster Street, Providence, RI 02903

FIFTH: The latest date upon which the limited partnership is to dissolve

December 31, 2026

15.11.22 17.11.21

FILED

MAY 22 1997

BY 91659183994

SIXTH: Any other matters the partners determine to include therein

(Use Schedule A if space below is not sufficient.)

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In Testimony Whereof, We have hereunto set our hands and stated our residences this.....

22 day of May A.D. 19 97

Signature(s) of all general Partners named therein

GRANOFF ASSOCIATES, LLC

By: Lloyd Granoff
Lloyd Granoff, Managing Member

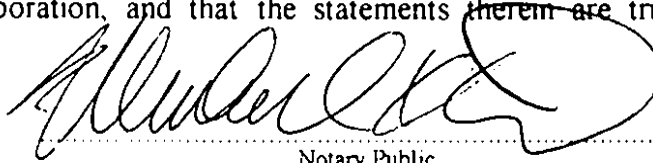
State of Rhode Island

} Sc.

County of Providence

At Providence in said county on the day of May
19 97, before me personally appeared Lloyd Granoff

who being by me first duly sworn, declared that he/~~she~~ is the Managing Member of
Granoff Associates, LLC, that he/~~she~~ signed the foregoing document as such
Managing Member of the corporation, and that the statements therein are true.



Notary Public

*Granoff Realty Limited Partnership
Granoff Associates, LLC*

May 21, 1997

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, RI 02903

Dear Sir or Madam:

Please be advised that the undersigned limited partnership hereby consents to the use of the name GRANOFF REALTY II LIMITED PARTNERSHIP and the organization of a limited partnership by that name notwithstanding the fact that such name may be similar to the name of the undersigned.

GRANOFF REALTY LIMITED PARTNERSHIP
By: GRANOFF ASSOCIATES, LLC,
General Partner

By: Lloyd Granoff
Lloyd Granoff,
Managing Member

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FILED
MAY 21 1997
01-1059

*Granoff Family Limited Partnership
Granoff Holdings, LLC*

May 22, 1997

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, RI 02903

Dear Sir or Madam:

Please be advised that the undersigned limited partnership hereby consents to the use of the name GRANOFF REALTY II LIMITED PARTNERSHIP and the organization of a limited partnership by that name notwithstanding the fact that such name may be similar to the name of the undersigned.

GRANOFF FAMILY LIMITED PARTNERSHIP
By: GRANOFF HOLDINGS, LLC,
General Partner

By: Lloyd Granoff
Lloyd Granoff,
Managing Member

FILED

MAY 22 1997

By: 91059