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**FIFTH AMENDMENT TO THE AMENDED AND  
RESTATED CERTIFICATE AND AGREEMENT OF  
LIMITED PARTNERSHIP OF  
THE GATEWAY LIMITED PARTNERSHIP**

This Fifth Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership of the Gateway Limited Partnership (the "Partnership") dated as of December 22, 1997 is made and entered into by The Gateway GP, Inc., the sole general partner of the Partnership (the "General Partner").

**BACKGROUND**

On October 30, 1986, a Certificate and Agreement of Limited Partnership of the Partnership was filed with the Secretary of State of the State of Rhode Island, whereby Van Liew Development Corporation as General Partner and Jeffere F. Van Liew as Initial Limited Partner, formed a limited partnership pursuant to Rhode Island law.

On June 18, 1987, a First Amendment to the Certificate and Agreement of Limited Partnership of the Partnership was filed with the Secretary of State of the State of Rhode Island pursuant to which the name of the Partnership was change from Tower Triangle Limited Partnership to the Gateway Limited Partnership, and the terms and provisions governing the Partnership were ratified and confirmed in their entirety.

On November 3, 1987, an Amended and Restated Certificate and Agreement of Limited Partnership was filed with Secretary of State of the State of Rhode Island, whereby Jeffere F. Van Liew withdrew as Initial Limited Partner, certain additional limited partners were admitted to the Partnership, and the terms and provisions governing the Partnership were amended and restated in their entirety.

On December 31, 1987, a First Amendment to the Amended and Restated Certificate of Limited Partnership of The Gateway Limited Partnership was filed with the Secretary of State of the State of Rhode Island in order to admit certain additional limited partners and to make certain other changes in said Agreement.

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On October 2, 1995, a Second Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership was executed in order to admit The Gateway GP, Inc. as an additional general partner of the Partnership.

On November 20, 1995, a Third Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership was executed in order to provide that The Gateway GP, Inc. became the sole general partner of the Partnership.

On December 29, 1995, a Fourth Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership was executed in order to allow the Linda R. Jones Trust to transfer its limited partnership interest in the Partnership to Robert Kielbasa.

George H. Allen and Mary Patnode-Allen now wish to transfer their limited partnership interests in and to the Partnership to Robert Kielbasa, and the General Partner wishes to consent to such transfer and to further amend the Amended and Restated Certificate and Agreement of Limited Partnership to provide for such transfer.

This Fifth Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership has been duly executed and is being filed in accordance with Section 7-13-9 of the Rhode Island Uniform Limited Partnership Act, as amended or supplemented from time to time.

NOW, THEREFORE, in consideration of the mutual covenants herein contained, and intending to be legally bound hereby, the parties hereto agree as follows:

1. The Second Amended and Restated Schedule I of the Partnership Agreement is hereby amended to replace the name and address of George H. Allen and Mary Patnode-Allen with that of Robert Kielbasa, c/o Synergy Properties, 1272 West Main Road, Middletown, RI 02842, as a limited partner of the Partnership, owning one-half (1/2) unit of Partnership interests, collectively, with a percentage of whole of 3.13%, tax ownership of 2.82%, capital ownership of 1.5736 % and distribution percentage of 0%.

2. By its signature below, The Gateway GP, Inc. consents to the transfer of such limited partnership interest to Robert Kielbasa as required by Section 7.01 of the Amended and Restated Certificate and Agreement of Limited Partnership of the Partnership.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first above written.

GENERAL PARTNER:  
THE GATEWAY GP, INC.

By: Robert J. Kielbasa

STATE OF RHODE ISLAND

COUNTY OF Newport

In Newport on this 22nd day of December, 1997, before me personally appeared Robert J. Kielbasa, to me known and known by me to be the party executing the foregoing instrument individually and in his capacity as President of The Gateway GP, Inc., and he acknowledged said instrument by him executed to be his free act and deed in said capacity and the free act and deed of said corporation.

Monica J. Graham  
Notary Public  
My Commission Expires: 10-15-00

Gateway 2 Fifth Amendment