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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

FILED

APR 12 2005

By AMF
62938

LIMITED PARTNERSHIP

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

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:

Northup-White Investment Associates, L.P. *OK*

(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:

Ten Weybosset Street, Suite No. 901, Providence, RI 02903

3. The name and address of the specified agent for service of process is Katherine A. Merolla, Esq.

(Name of Agent)

Ten Weybosset Street, Suite No. 901,

Providence

, RI 02903

(Street Address, not P.O. Box)

(City/Town)

(Zip Code)

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

General Partner

Business Address

John F. White

139 Langdon Street, Providence, RI 02904

Jane Northup

59 Sea View Avenue, Wakefield, RI 02879

5. The mailing address for the limited partnership is Ten Weybosset Street, Suite No. 901

(Street Address)

Providence

RI

02903

(City/Town)

(State)

(Zip Code)

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

(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: March 28, 2005

By John F. White John F. White

By Jane Northup Jane Northup

By _____

By _____

Signature(s) of all general partners named herein