

CERTIFICATE

(LIMITED PARTNERSHIP)

Know all Men by These Presents, That we, Joseph M. Cerilli and
David Merriman

desiring to form a limited partnership under and by virtue of the powers conferred by Chapter 7-13 of the General Laws of Rhode Island, do solemnly swear that:

FIRST. The name of the partnership shall be Hanley Building Associates

SECOND. The character of the business conducted by the partnership shall be ownership, development, management, leasing and selling of real estate

THIRD. The principal place of business of the partnership shall be located at 1136 Hospital Trust Building, Providence, Rhode Island 02903
(No. Street, City or Town, State.)

FOURTH.

General Partners

Residence

(No. Street, City or Town, State.)

<u>Joseph M. Cerilli</u>	<u>30 Benefit Street, Prov., RI 02903</u>
<u>David Merriman</u>	<u>755 Westover Road, Stamford, CT 02902</u>

Limited Partners

Residence

(No. Street, City or Town, State.)

<u>David Merriman</u>	<u>755 Westover Road, Stamford, CT 02902</u>
-----------------------	--

are the names and places of residence of all members of the partnership, both general and limited, as respectively designated.

FIFTH. The term of existence of the partnership shall be from the date of filing to July 1, 2030

SIXTH. The following items listed immediately below shall be the contribution of each limited partner.

Name of Limited Partner	Cash	Property other than Cash	Value
David Merriman	\$50.00		

SEVENTH. ~~The items listed immediately below shall be the additional contributions, agreed to be made by each limited partner.~~

Name of Limited Partner	Cash	Property other than Cash	Value
The limited partner shall make additional contributions as provided in the Partnership Agreement.			

~~and the times at which or the events on the happening of which said contributions shall be made shall be~~

EIGHTH. The contribution of each limited partner shall be returned upon termination of the partnership or as a result of prior distributions

NINTH. Each limited partner shall, by reason of his contribution, receive profits in accordance with the following percentages:

David Merriman	60%
----------------	-----

subject to certain provisions of the Partnership Agreement.

TENTH. Each or any limited partner shall have the right to substitute an assignee as contributor in his place, subject to the ~~following terms and conditions~~ provisions of the Partnership Agreement

ELEVENTH. The partners shall not have the right to admit additional limited partners.

TWELFTH. No ~~limited partner~~ ^{limited partner}, shall have the right to priority over the other limited partners as to contributions or as to compensation by way of income, ~~and the nature of such priority shall be~~

THIRTEENTH. Upon the death, retirement or insanity of a general partner, the remaining general partner or partners shall have the right to continue the business.

FOURTEENTH. Any limited partner shall not have the right to demand and receive property other than cash in return for his contribution.

In Testimony Whereof, We have hereunto set our hands and stated our residences this 31st day of March A. D. 19 81.

Name	Residence (No. Street, City or Town, State.)
<u>Joseph M. Cerilli - as attorney-in-fact</u>	<u>755 Westover Road, Stamford, CT 02902</u>
<u>for David Merriman</u>	
<u>Joseph M. Cerilli</u>	<u>30 Benefit Street, Prov., RI 02903</u>

State of Rhode Island, }
County of Providence } In the City of Providence
~~Town~~

in said county, this 31st day of March, A. D. 19 81,
then personally appeared before me Joseph M. Cerilli, individually and
as attorney-in-fact for David Merriman

~~each and all~~ known to me and known by me to be the parties ^{him} executing the foregoing instrument, and they ~~separately~~ acknowledged said instrument by ~~them~~ ^{him} subscribed to be ~~their~~ ^{his} free act and deed.

Imelda J. Dore
Notary Public.

✓

LIMITED PARTNERSHIP

**CERTIFICATE
OF**

.....03.....5000

318 6047A14.....500081

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

MAR 31 1981 19

dm