

FIRST AMENDMENT
TO
CERTIFICATE AND AGREEMENT
OF LIMITED PARTNERSHIP
OF
WESTBOUND ASSOCIATES, l.p.

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#52347

THIS AMENDMENT made as of the 18th day of January, 1989, by and among Realty Resources, Inc. ("Realty") and those Partners ("Partners") shown on the signature page;

WHEREAS, Realty and others entered into that certain Certificate And Agreement Of General Partnership filed with the Secretary of State of Rhode Island on October 21, 1987 ("the Partnership Agreement") establishing Westbound Associates, l.p., a Rhode Island limited partnership (the "Partnership"); and

WHEREAS, Limited Partner, Kelgrant Associates N.V. desires to retire from the Partnership.

NOW, THEREFORE, for valuable consideration given, the parties hereto agree as follows:

1. The Certificate And Agreement Of Limited Partnership of Westbound Associates, l.p. is hereby amended by the withdrawal of Kelgrant Associates N.V. as a Limited Partner and the substitution of Kelgrant Associates, Inc. as a Limited Partner with the same percentage ownership interest.

2. Exhibit A is amended as shown on the attached Amended Exhibit A.

3. In all other respects, the Certificate And Agreement Of Limited Partnership remains in full force and effect.

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IN WITNESS WHEREOF, the parties hereto have affixed their signatures this 18th day of January, 1989.

Realty Resources, Inc.

By: *Jack P. Cutlip*

Its: *President*

Kelgrant Associates N.V.

By: *Didier Sartor*

Managing Director

Kelgrant Associates, Inc.

By: *Didier Sartor*

President

James H. Moore
James H. Moore
Jack Braverman
Jack Braverman

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In Providence on this 18th day of January, 1989, before me personally appeared Jack P. Cutlip, President of Realty Resources, Inc. to me known and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed and the free act and deed of Realty Resources, Inc.

Jan A. O'Leary
Notary Public

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In Providence on this 18th day of January, 1989, before me personally appeared Didier Sartor, Managing Director of Kelgrant Associates, and President of Kelgrant Associates, Inc., to me known and known by me to be the party executing the foregoing

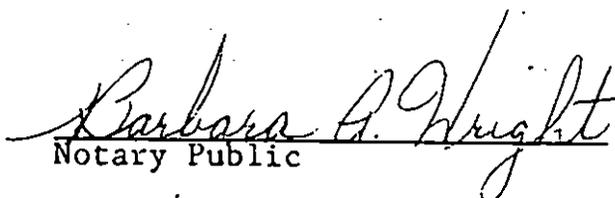
instrument, and he acknowledged said instrument by him executed to be his free act and deed, the free act and deed of Kelgrant Associates N.V. and the free act and deed of Kelgrant Associates, Inc.


Notary Public

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

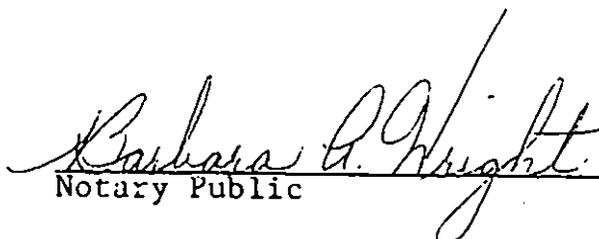
In Providence on this 18th day of January, 1989, before me personally appeared Jack Braverman, to me known and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed.


Notary Public

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In Providence on this 18th day of January, 1989, before me personally appeared James H. Moore, to me known and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument by him executed to be his free act and deed.


Notary Public

AMENDED EXHIBIT A

<u>Partner</u>	<u>Capital Contribution</u>	<u>Percentage Interest</u>	<u>Future Contributions</u>
<u>General</u>			
Realty Resources	\$ 100.00	1%	25%
<u>Limited</u>			
Realty Resources	\$ 100.00	49%	25%
Kelgrant Assoc., Inc.	\$90,000.00	40%	40%
Jack Braverman	\$ 5,000.00	5%	5%
James H. Moore	\$ 5,000.00	5%	5%

Addresses:

Realty Resources, Inc.
Atten: Jack P. Cutlip
2 Burlingame Road
Smithfield, RI 02917

Jack Braverman
29 Wriston Drive
Providence, RI 02906

Kelgrant Associates, Inc.
Atten: Didier Sartor
11 Nayatt Road
Barrington, RI 02806

James H. Moore
319 Bullocks Point Avenue
East Providence, RI 02915

Rec'd & Filed

7:45 AM

FEB 09 1989

Handwritten initials/signature

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.

FEB 9 10 42 AM '89