

SECOND AMENDED
CERTIFICATE OF FORMATION

OF

SANDHURST ASSOCIATES

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

Pursuant to the provisions of Section 7-13-26 of the General Laws of Rhode Island 1956, as amended, the undersigned, as General and Limited Partners, as the case may be, of SANDHURST ASSOCIATES, adopt the following Articles of Amendment to its Certificate of Formation:

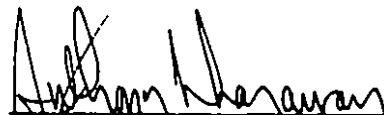
FIRST: The name of the Partnership is SANDHURST ASSOCIATES.

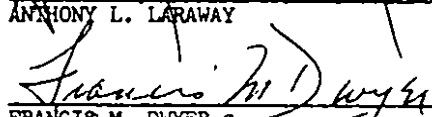
SECOND: The General and Limited Partners of the Partnership, on June 8, 1981, and in the manner prescribed by Chapter 7-13 of the General Laws of Rhode Island 1956, as amended, adopted the following Amendments to its Certificate of Formation:

"IX. The share of profits or losses which each limited partner shall receive by reason of his contribution is as follows:

- (a) The Limited Partners shall be entitled to receive 70% of the net profits or losses of the partnership. For the purposes of this certificate the term net profits and the term capital contributions shall have the same meaning as set forth in the Agreement of Limited Partnership.
- (b) Distribution of other than Net Profits and Cash Flow (as that term is defined in the agreement of Limited Partnership) shall be made 70% to the Investor Limited Partners and 30% to the General Partner."

IN WITNESS WHEREOF, the parties hereto have set their hands and seals this 8th day of June, 1981.


ANTHONY L. LARAWAY


FRANCIS M. DWYER


FRANK GESPONTI

DANECRAFT, INC.

By: 

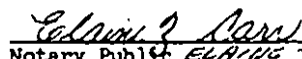
STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

ANTHONY L. LARAWAY and FRANCIS M. DWYER, being duly sworn, do depose and say that they are the General Partners named in the foregoing Second Amended Certificate and that the statements made in said Second Amended Certificate are true.


ANTHONY L. LARAWAY

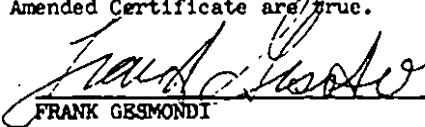

FRANCIS M. DWYER

Subscribed and sworn to before me this 7th day of June, 1981.

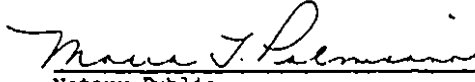

Notary Public ELAINA Z. CARR

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

FRANK GESMONDI, being duly sworn, does depose and say that he is the Limited Partner named in the foregoing Second Amended Certificate and that the statements made in said Second Amended Certificate are true.

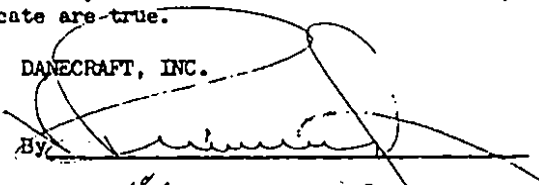

FRANK GESMONDI

Subscribed and sworn to before me this 18th day of June, 1981.


Notary Public

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

DANECRAFT, INC., by its duly authorized officer, duly sworn, does depose and say that it is the Limited Partner named in the foregoing Second Amended Certificate for the purpose of executing the Second Amended Certificate and that the statements made by him as the duly authorized officer of DANECRAFT, INC. in said Second Amended Certificate are true.

DANECRAFT, INC.


By: 

Subscribed and sworn to before me this 18th day of June, 1981.


Notary Public

*My Commission Expires
June 30, 1986*

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