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FIRST AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

THIS FIRST AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP by and between VAN LIEW DEVELOPMENT CORPORATION, a Rhode Island Corporation ("VLDC"), STEVEN M. McINNIS, as initial limited partner ("McInnis") and the parties listed on Exhibit A as limited partners;

W I T N E S S E T H:

WHEREAS, VLDC and McInnis have executed a Certificate of Limited Partnership dated October 27, 1988 filed with the Secretary of State of Rhode Island on said date (the "Certificate") forming VLDC Tex-Fund I, L.P. (the "Partnership");

WHEREAS, McInnis wishes to withdraw as initial limited partner and the parties listed on Exhibit A wish to become limited partners of the Partnership;

NOW, THEREFORE, the parties hereto agree as follows:

1. Article Fourth of the Certificate is amended by removing McInnis as initial partner and substituting those parties listed on Exhibit A as limited partners with their respective percentages of the total interests of all the limited partners to be as listed on said Exhibit A.

2. Article Fifth of the Certificate is hereby amended by removing McInnis as a partner and substituting the respective capital contributions of each partner as shown on Exhibit A hereto.

3. Except as amended hereby the Certificate shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned have executed this Amendment as of the 26th day of January, 1989.

VAN LIEW DEVELOPMENT CORPORATION

By: Charles Healey
Title: V.P.

Steven M. McInnis
Steven M. McInnis
(withdrawing Initial Limited Partner)

MR

VAN LIEW DEVELOPMENT CORPORATION
as attorney-in-fact for
DAVID J. KARPIN and RUTH G.
KARPIN TRUST

By: Charles Healey, V.P.

VAN LIEW DEVELOPMENT CORPORATION
as attorney-in-fact for
EDWARD J. JANOWSKI

By: Charles Healey, V.P.

VAN LIEW DEVELOPMENT CORPORATION
as attorney-in-fact for
H. THOMAS ROWLES

By: Charles Healey, V.P.

VAN LIEW DEVELOPMENT CORPORATION
as attorney-in-fact for
LINDA R. JONES TRUST DATED 6/12/85

By: Charles Healey, V.P.

VAN LIEW DEVELOPMENT CORPORATION
as attorney-in-fact for
HARRY A. SCHULT

By: Charles Healey, V.P.

VAN LIEW DEVELOPMENT CORPORATION
as attorney-in-fact for
GUT CINCH INVESTMENT, J.V.
LTD. PART.

By: Charles Healey, V.P.

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EXHIBIT A

LIMITED PARTNERS

VLDC TEX FUND I, LIMITED PARTNERSHIP

<u>Name and Address</u>	<u>Percentage Interest</u>	<u>Capital Contribution</u>
David J. Karpin & Ruth G. Karpin Trust c/o Audrey Golub 380 Bayonet Street New London, Connecticut 06320	20%	\$ 76,000
Edward J. Janowski 36 Franklin Street Warren, Rhode Island 02885	25%	\$ 95,000
H. Thomas Rowles 45 Fairview Avenue Coventry, Rhode Island 02816	5%	\$ 19,000
Linda R. Jones Trust Dated 6/12/85 c/o Samuel H. Hallowell, Jr. Van Liew Trust Company One Turks Head Place Providence, Rhode Island 02903	20%	\$ 76,000
Harry A. Schult 1100 Fleet Center Providence, Rhode Island 02903	27.5%	\$ 104,500
Gut Cinch Investment, J.V. Ltd.Part. c/o Jeffrey P. Lyons 2225 Quenby Houston, Texas 77005	<u>2.5%</u>	<u>\$ 9,500</u>
	<u>100.0%</u>	<u>\$ 380,000</u>