

EFFECTIVE AS OF DECEMBER 31, 2002

Benita
49016

ALTERNATIVE HOUSING ASSOCIATES

THIRD AMENDMENT TO CERTIFICATE
OF LIMITED PARTNERSHIP

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, desiring to amend the Certificate of Limited Partnership of Alternative Housing Associates originally filed in the office of the Secretary of State of the State of Rhode Island on September 30, 1982, and subsequently amended (the "Certificate") do solemnly swear (in accordance with the provisions of Chapter 13 of Title 7 of the General Laws of Rhode Island, 1956, as amended), that:

1. David Heinzelman hereby withdraws as a Limited Partner of the Partnership and WODECO is hereby admitted to the Partnership as a Substitute Limited Partner in his place.

2. Paragraph 4(b) of the Certificate is hereby amended in its entirety to read as follows:

4(b) Limited Partners

See Amended Schedule A attached hereto.

3. This instrument may be executed in counterparts and all counterparts so executed shall constitute one agreement binding on all parties hereto, notwithstanding that all parties have not signed the original or the same counterpart.

4. The Certificate, as amended hereby, is ratified and confirmed.

IN WITNESS WHEREOF, the undersigned have executed this Third Amendment to Certificate of Limited Partnership to be effective as of the close of business on the 31st day of December, 2002.

GENERAL PARTNER

WODECO

By: *Alvin L. Co*

Its: PRESIDENT

WITHDRAWING LIMITED
PARTNER:

By: _____

David Heinzelman

FILED

DEC 20 2002

By *02743*
297546

RECEIVED
SECRETARY OF STATE
DEC 20 12 27 PM '02

SUBSTITUTE LIMITED PARTNER:

WODECO

By:

Its:

Alma Felix Grew
PRESIDENT

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In Providence, in said county, this 18 day of December, 2002 before me personally appeared Alma Felix Grew to me known and known by me to be the party executing the foregoing instrument on behalf of WODECO, and he/she acknowledged said instrument by his/her executed to be her free act and deed and the free act and deed of WODECO and swore to the truth of the above.

Diane S. Marshall
Notary Public # 50218
Expires: 8-8-06

STATE OF NEW YORK

COUNTY OF _____

In _____, in said county, this _____ day of December, 2002 before me personally appeared David Heinzelman, 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 swore to the truth of the above.

Notary Public

RECEIVED
SECRETARY OF STATE
DEC 20 12 27 PM '02

ALTERNATIVE HOUSING ASSOCIATES

THIRD AMENDMENT TO CERTIFICATE
OF LIMITED PARTNERSHIP

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, desiring to amend the Certificate of Limited Partnership of Alternative Housing Associates originally filed in the office of the Secretary of State of the State of Rhode Island on September 30, 1982, and subsequently amended (the "Certificate") do solemnly swear (in accordance with the provisions of Chapter 13 of Title 7 of the General Laws of Rhode Island, 1956, as amended), that:

1. David Heinzelman hereby withdraws as a Limited Partner of the Partnership and WODECO is hereby admitted to the Partnership as a Substitute Limited Partner in his place.

2. Paragraph 4(b) of the Certificate is hereby amended in its entirety to read as follows:

4(b) Limited Partners

See Amended Schedule A attached hereto.

3. This instrument may be executed in counterparts and all counterparts so executed shall constitute one agreement binding on all parties hereto, notwithstanding that all parties have not signed the original or the same counterpart.

4. The Certificate, as amended hereby, is ratified and confirmed.

IN WITNESS WHEREOF, the undersigned have executed this Third Amendment to Certificate of Limited Partnership to be effective as of the close of business on the 31 day of December, 2002.

GENERAL PARTNER

WODECO

By: _____
Its: _____

WITHDRAWING LIMITED
PARTNER:

By: David Heinzelman
David Heinzelman

RECEIVED
STATE OF RHODE ISLAND
20, 11 13 21 02

SUBSTITUTE LIMITED PARTNER:

WODECO

By: _____
Its: _____

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In Providence, in said county, this ____ day of December, 2002 before me personally appeared _____, to me known and known by me to be the party executing the foregoing instrument on behalf of WODECO, and he/she acknowledged said instrument by his/her executed to be her free act and deed and the free act and deed of WODECO and swore to the truth of the above.

Notary Public

STATE OF NEW YORK

COUNTY OF Monroe

In Webster, in said county, this 12 day of December, 2002 before me personally appeared David Heinzelman, 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 swore to the truth of the above.

Josephine T. Leone
Notary Public
JOSEPHINE T. LEONE
No. 01LE5010541
Notary Public, State of New York
Qualified in Monroe County
My Commission Expires 4/5/03

ALTERNATIVE HOUSING ASSOCIATES

AMENDED SCHEDULE A

<u>Name and Residential Address</u>	<u>Partnership Interest</u>
Dr. Claude Abouchedid 42 Carter Road Princeton, NJ 08540	2.8%
Raymond Baker, Jr. 20 Golfview Drive Penfield, NY 14526	2.8%
Donald P. Berens 22 Countryside Road Fairport, NY 14450	2.8%
John C. Clarke, III 215 San Gabriel Drive Rochester, NY 14610	2.8%
Dr. Louis G. Fares 2759 Nottingham Way Trenton, NJ 08619	2.8%
Floyd Franz Trust UA 9/18/79, Floyd Franz, TTEE Box 925, 220-B East Miles Kingfisher, OK 73750	2.8%
Halbert M. Harris, Jr. 1166 Lake Road Webster, NY 14580	2.8%
Myrtle B. Hastings, by Kenneth Bergstrom under Power of Appointment dated 10/20/82 c/o 187 North Main Street Sunderland, MA 01375	2.8%

WODECO 861A Broad Street Providence, RI 02907	2.8%
Dr. G. Keefe Jackson 50 Hawthorne Street Rochester, NY 14610	2.8%
Dr. E.T. Jones 7250 Beaver Meadow Road Bergen, NY 14416	2.8%
Dr. Jeremy A. Klainer 295 San Gabriel Drive Rochester, NY 14610	5.6%
Marshall Levine 472 Claybourne Road Rochester, NY 14618	2.8%
Dr. Timothy G. McGinn & Dr. Cynthia G. McGinn JTWROS 11 Madison Road Wellesley, MA 02181	2.8%
David D. McNair 1744 Lake Road Webster, NY 14580	2.8%
Robert W. Meredith 1396 East Avenue Rochester, NY 14610	2.8%
Walter J. Musliner 342 Thomas Avenue Rochester, NY 14617	2.8%
Dr. Curtis Nelson 85 Southern Parkway Rochester, NY 14618	2.8%
Richard C. Portland 10 Birling Gap Fairport, NY 14450	2.8%

H. A. Rehman, M.D. RD #2 Gloversville, NY 12078	2.8%
David A. Richards 15 Nyby Road Rochester, NY 14624	2.8%
Howard M. Rockoff 641 French Road Rochester, NY 14618	2.8%
Wilfrid Rowe, Jr. 32 Cobbles Drive Penfield, NY 14526	2.8%
Harris H. Rusitzky 3493 East Avenue Rochester, NY 14618	2.8%
John L. Sherry, Jr. 72 Highridge Ridgefield, CT 06877	5.6%
Leigh Shields 210 Thornell Road Pittsford, NY 14534	2.8%
Dr. Ben Sischy 7 Tobey Brook Pittsford, NY 14534	2.8%
William Stirlen 115 Knollwood Drive Rochester, NY 14618	2.8%
Dr. Robert J. Tuite 69 Heather Drive Rochester, NY 14625	2.8%
J.W. and Jean M. Weber 62 Conmar Drive Rochester, NY 14609	2.8%

Peter B. Whitcombe 2.8%
57 Little Spring Run
Fairport, NY 14450

Charles and Rosemary Willette 2.8%
88 Great Wood Circle
Fairport, NY 14450

Edward B. Zinkin, M.D. 2.8%
141 Thackery Road
Rochester, NY 14610