

RECEIVED & FILED NOV - 1 1977

CHARLESGATE SQUARE SOUTH (A) PARTNERSHIP

FIRST AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP

KNOW ALL MEN BY THESE PRESENTS,

That we, Davenport Associates, Inc., Paul S. Davenport, Robert S. Gershkoff and Marcel A. Richard, desiring to amend the original Certificate of Limited Partnership of Charlesgate Square South (A) Partnership (the "Original Certificate") filed with the Secretary of State of Rhode Island on June 30, 1976, do hereby sign under oath and file this First Amendment to Certificate of Limited Partnership of Charlesgate Square South (A) Partnership, as follows:

I. Article FIRST of the Original Certificate of Limited Partnership is hereby amended to read as follows:

"FIRST. The name of the Partnership shall be 'Charlesgate East Partnership'."

IN WITNESS WHEREOF, we have hereunto set our hands and stated our residences as of the 31st day of October, 1977.

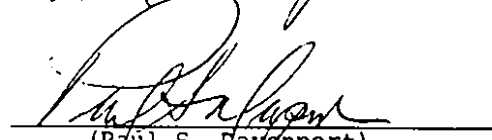
NAME

RESIDENCE

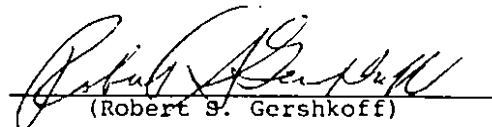
DAVENPORT ASSOCIATES, INC.

15 Westminster Street
Providence, Rhode Island
02903

By: 


(Paul S. Davenport)

31 Trowbridge Drive
North Kingstown, R.I.


(Robert S. Gershkoff)

85 Ferncrest Avenue
Cranston, Rhode Island
02905

NAME

RESIDENCE

Marcel A. Richard

(Marcel A. Richard)

Johnson Road
Foster, Rhode Island
02825

STATE OF RHODE ISLAND)
COUNTY OF PROVIDENCE)

In the City of Providence

in said County, this 31st day of October, 1977, then personally appeared before me Paul S. Davenport, the President of Davenport Associates, Inc. known to me and known by me to be the person executing the foregoing instrument on behalf of Davenport Associates, Inc. and he acknowledged said instrument by him subscribed to be his free act and deed and the free act and deed of said Davenport Associates, Inc.

Carly H. Lunt
Notary Public

STATE OF RHODE ISLAND)
COUNTY OF PROVIDENCE)

In the City of Providence

in said County, this 31st day of October, 1977, then personally appeared before me Robert S. Gershkoff, Marcel A. Richard and Paul S. Davenport each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Carly H. Lunt
Notary Public

CHARLESGATE SQUARE SOUTH (A) PARTNERSHIP

FIRST AMENDMENT TO AGREEMENT
OF LIMITED PARTNERSHIP

FIRST AMENDMENT TO AGREEMENT OF LIMITED PARTNERSHIP,
made as of the 31st day of October, 1977, by and among Davenport Associates, Inc., a Rhode Island corporation with its principal place of business in Providence, Rhode Island and Paul S. Davenport of North Kingstown, Rhode Island, as General Partners, and Robert S. Gershkoff of Cranston, Rhode Island and Marcel A. Richard of Foster, Rhode Island, as Limited Partners (the General Partners and the Limited Partners being sometimes hereinafter referred to collectively as the "Partners").

W I T N E S S E T H:

WHEREAS, the Partners entered into an Agreement of Limited Partnership dated as of June 30, 1976 (the "Original Agreement"); and

WHEREAS, the Partners desire to change the name of the Partnership and to make certain other amendments to the Original Agreement;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, receipt of which is hereby acknowledged, the parties hereto agree as follows:

1. Section 2 of the Original Agreement is hereby amended to read in its entirety as follows:

"2. Name. The business of the Partnership shall be conducted under the firm name of Charlesgate East Partnership."

2. Section 4 of the Original Agreement is hereby amended by adding thereto the following sentence:

"The Development shall contain approximately 100 rental housing units and shall be financed by a non-recourse mortgage granted by Rhode Island Housing and Mortgage Finance Corporation."

3. Except as expressly amended hereby, the Original Agreement is hereby ratified and confirmed.

IN WITNESS WHEREOF, this First Amendment to Agreement of Limited Partnership has been duly executed by the parties hereto as of the day and year first above written.

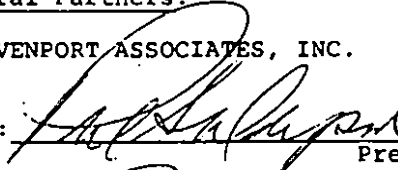
Executed in the presence of:

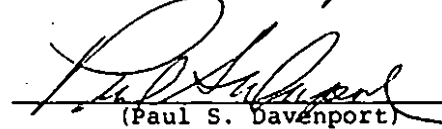


General Partners:

DAVENPORT ASSOCIATES, INC.

By:


President


(Paul S. Davenport)

Limited Partners:


(Robert S. Gershkoff)


(Marcel A. Richard)

"34-0-77-515-6-7871 (1) 22-50.00

rac

0

D