

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Second Amendment of Certificate of Limited Partnership

HARTFORD AVENUE ASSOCIATES

K N O W A L L M E N B Y T H E S E P R E S E N T S T H A T :

The undersigned, being all of the general and limited partners of HARTFORD AVENUE ASSOCIATES, and desiring to amend the Certificate of Limited Partnership of said HARTFORD AVENUE ASSOCIATES filed in the Office of the Secretary of State of Rhode Island on February 16, 1971, as amended by a First Amendment filed on March 19, 1980, (hereinafter referred to as the "Certificate"), do solemnly swear that:

1. Article FOURTH of the Certificate is amended to read as follows:

"FOURTH.

General Partners

Residence

PICERNE INVESTMENT  
CORPORATION

1265 Reservoir Avenue  
Cranston, Rhode Island

Limited Partners

Residence

Eustace T. Pliakas

134 Blackstone Blvd.  
Providence, Rhode Island

and

Robert DeBlois, as  
Trustees of that certain  
trust agreement of  
Ronald R.S. Picerne  
dated January 30, 1980  
and entitled "Irre-  
vocable Trust Agreement  
No. 2"

59 Orchard Drive  
Cranston, Rhode Island

PICERNE INVESTMENT  
CORPORATION

1265 Reservoir Avenue  
Cranston, Rhode Island

2. Article SIXTH of the Certificate is amended to read as follows:

"SIXTH. The following items listed immediately below shall be the contribution of each limited partner.

Name of Limited Partner

Cash

\$55,000.

Eustace T. Pliakas  
Robert DeBlois, as  
Trustees of that certain  
trust agreement of Ronald  
R.S. Picerne dated  
January 30, 1980 and  
entitled "Irrevocable  
Trust Agreement No. 2"

(Said Trustees acquired the limited partnership interest from WESTMINSTER PROPERTIES, INC., which made a contribution of \$55,000. As assignees, said Trustees are not required to make any contribution to the partnership.)

PICERNE INVESTMENT  
CORPORATION

(Said Corporation acquired its limited partnership interest from the Trustees, assignees of WESTMINSTER PROPERTIES, INC. As assignee, said Corporation is not required to make any contribution to the partnership.)

3. Article NINTH of the Certificate is amended to read as follows:

"NINTH. Each limited partner shall, by reason of his contribution, receive the following percentage of the partnership profits and losses: Eustace T. Pliakas and Robert DeBlois, as Trustees of that certain trust agreement of Ronald R.S. Picerne dated January 30, 1980



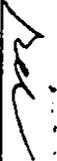


SECOND AMENDMENT OF  
CERTIFICATE OF  
LIMITED PARTNERSHIP

HARTFORD AVENUE ASSOCIATES

TILLINGHAST, COLLINS & GRAHAM  
COUNSELLORS AT LAW  
2000 HOSPITAL TRUST TOWER  
PROVIDENCE, RHODE ISLAND 02903

SEP 25 1980



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