

APR 30 1979

DEPARTMENT OF STATE
OFFICE OF
SECRETARY OF STATE
PROVIDENCE, R. I.

DEPARTMENT OF STATE
OFFICE OF
SECRETARY OF STATE
PROVIDENCE, R. I.

We, the undersigned, desiring to amend the Certificate of Limited Partnership of Sans Souci Housing Partners I (the "Partnership"), which was filed with the office of the Secretary of State of Rhode Island on December 8, 1978, as previously amended by the first amendment to Certificate of limited partnership as filed in the office of Secretary of State of Rhode Island on April 13, 1979, hereby sign under oath and file pursuant to the Rhode Island Uniform Limited Partnership Act this Second Amendment to Certificate of Limited Partnership of Sans Souci Housing Partners I which is dated April 30, 1979, to be filed herewith with the Secretary of the State of Rhode Island, as follows:

1. Paragraph IV of the First Amendment of the Certificate of Limited Partnership, and Schedule B of the Limited Partnership Agreement which was attached thereto, are hereby amended as follows:

IV. The name and place of residence of each member of the limited partnerships, general and limited partners being respectively designated, is as set forth in Amended Schedule B to the Agreement attached hereto.

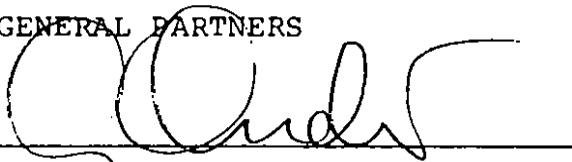
2. Paragraph VI of the First Amendment
of the Certificate of Limited Partnership
is hereby amended as follows:

VI. The amount of cash contributed by each limited partner as of the date hereof is as set forth in Amended Schedule B of the

Agreement attached hereto. The limited partners have not agreed to contribute property other than cash to the Partnership.

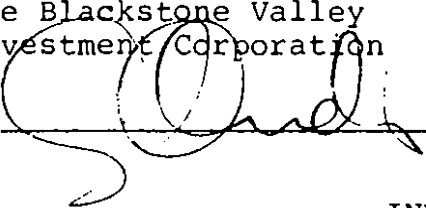
IN WITNESS WHEREOF, we have affixed our signature this thirtieth day of April, 1979.

GENERAL PARTNERS


Gordon F. B. Ondis

The Blackstone Valley
Investment Corporation

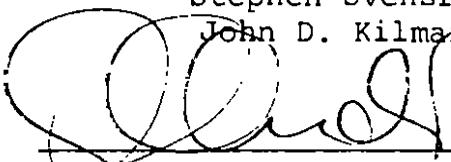
By

 President

INVESTOR LIMITED PARTNERS

Donald F. & Anita T. Cariati
John W. Conley
Conley Castings Supply Corp.
Raymond A. Farland
Paul Francis
F & S Realty
Faridoon Khan
Harmond M. & Lorraine F. Garfinkel
James M. Langan
William J. McCann
New England Union Co. Inc.

Lister & Co.
May Associates
Dr. Richard M. Messura
Marion T. & John J.
Mieczkowski
Arnold Seustadt
David Neustadt
Harry J. Pinsky
Syed & Mumtaz Sayeed
Stephen Svensrud
John D. Kilmartin


Gordon F. B. Ondis
Attorney-in-Fact for all
Investor Limited Partners
listed above.

STATE OF RHODE ISLAND

Providence, RI, ss

April 30, 1979

Then personally appeared before me Gordon F. B. Ondis, individually and in his capacity as president of The Blackstone Valley Investment Corporation, and in his capacity as attorney-in-fact for:

Donald F. & Anita T. Cariati

John W. Conley

Conley Castings Supply Corp.

Raymond A. Farland

Paul Francis

F & S Realty

Faridoon Khan

Harmon M. & Lorraine F. Garfinkel

James M. Langan

William J. McCann

New England Union Co., Inc.

Lister & Co.

May Associates

Dr. Richard M. Messura

Marion T. &

John J. Mieczkowski

Arnold Neustadt

David Neustadt

Harry J. Pinsky

Syed & Mumtaz Sayeed

Stephen Svensrud

John D. Kilmartin

who being duly sworn, acknowledged that he had subscribed the foregoing instrument and that the statements set forth therein are true.

Robert J. McCusker

Notary Public

My Commission Expires: 6-30-81

SCHEDULE 5

<u>Names and Addresses of General and Limited Partners</u>	<u>Original Part- nership Interest (prior to con- version date)</u>	<u>Residual Part- nership Interest (After Con- version Date</u>	<u>Capital Contribu Cash</u>
<u>General Partners</u>			
Gordon F. B. Ondis 11 Whalen Drive Lincoln, Rhode Island 02865	.5%	25%	\$ 45.00
The Blackstone Valley Investment Corporation 724 Hospital Trust Building Providence, Rhode Island 02903	.5%	25% -	45.00
Totals	1.0%	50%	\$90.00
<u>Limited Partners</u>			
<u>Original Limited Partners</u>			
(Withdrawn pursuant to the terms of this Agreement)			
<u>Investor Limited Partners</u>			
Donald F. Cariati Anita T. Cariati JT TEN 507 Brownstone Ridge Meriden, Ct.	4.950%	2.50%	\$12,400.00 ⁴
John W. Conley 61 Pleasant St. East Providence, R. I.	4.950%	2.50%	\$12,400.00 ⁴
Conley Castings Supply Corp. 124 Maple Street Warwick, R. I.	4.950%	2.50%	\$12,400.00 ⁴
Raymond A. Farland 2650 Pawtucket Ave. East Providence, R. I.	4.950%	2.50%	\$12,400.00 ⁴
Faridoon Khan 5 Kennedy Blvd. Lincoln, R. I.	9.900%	5.00%	\$24,800.00 ²

SCHEDULE B
(Continued)

<u>Names and Addresses of Limited Partners</u>	<u>Original Partnership Interest (Prior to Conversion Date)</u>	<u>Residual Partnership Interest (After Conversion Date)</u>	<u>Capital Contribution Cash</u>
<u>Investor Limited Partners</u> (continued)			
Harmon M. Garfinkel Lorraine F. Garfinkel JT TEN 111 Country Estates Drive Horseheads, NY 14845	4.950%	2.50%	\$12,400 ⁴
James M. Langan 47 Amhurst Road Wellesley, MA	4.950%	2.50%	\$12,400 ⁴
Lister & Co. 50 Watson Avenue Barrington, RI	4.950%	2.50%	\$12,400 ⁴
May Associates 49 Wilelen Road Rochester, NY 14624	2.475%	1.25%	\$ 6,200 ¹
Dr. Richard M. Messura 35 Huntington Brook Rochester, NY 14625	2.475%	1.25%	\$ 6,200 ¹
Marion T. Mieczkowski John J. Mieczkowski JT TEN 1110 Sexton Hollow Rd. Painted Post, NY 14870	2.475%	1.25%	\$ 6,200 ¹
Harry J. Pinsky 257 Pelham Road Rochester, NY 14610	2.475%	1.25%	\$ 6,200 ¹
Syed Sayeed Mumtaz Sayeed JT TEN 8 Edelweiss Avenue Lincoln, RI 02865	7.425%	3.75%	\$18,600 ³
Stephen Svensrud Highland Street South Hampton, NH	9.900%	5.00%	\$24,800 ²

SCHEDULE B
(Continued)

<u>Names and Addresses of Limited Partners</u>	<u>Original Partnership Interest (Prior to Conversion Date)</u>	<u>Residual Partnership Interest (After Conversion Date)</u>	<u>Capital Contribution Cash</u>
<u>Investor Limited Partners</u> (Continued)			
William J. McCann 9 William Street Portland, CT 06480	4.950%	2.50%	\$12,400 ⁴
David Neustadt 96 Cynthia Road Newton, MA 02159	2.475%	1.25%	\$ 6,200 ¹
Arnold Neustadt 115 Andrews Street Newton Highlands, MA 02161	2.475%	1.25%	\$ 6,200 ¹
Paul W. Francis 4 Pine Needles Drive Pittsford, NY 14534	2.475%	1.25%	\$ 6,200 ¹
F & S Realty 3 Lamplighter Lane Rochester, NY 14616	2.475%	1.25%	\$ 6,200 ¹
New England Union Co. Hay Street West Warwick, RI 02893	4.950%	2.50%	\$12,400. ⁴
John D. Kilmartin 41 Bent Road East Providence, RI	4.950%	2.50%	\$12,400 ⁴
To Be Admitted	2.75%	1.25%	\$ 6,200
Total Investors			
Limited Partner Interests	99%	50%	\$241,800

SCHEDULE B
(Continued)

FOOTNOTES

- 1 - In addition to the \$6,200 contribution made as of April 12, 1979, an additional \$16,800 of cash is due in the following installments: \$5,850 on February 10, 1980; \$5,100 on February 10, 1981; \$3,350 on February 10, 1982; and \$2,500 on February 10, 1983. All such contributions will be held in escrow and released to the Partnership in accordance with the provisions of Section 5.3(b) of the Partnership Agreement.
- 2 - In addition to the \$24,800 contribution made as of April 12, 1979, an additional \$67,200 of cash is due in the following installments: \$23,400 on February 10, 1980; \$20,400 on February 10, 1981; \$13,400 on February 10, 1982; and \$10,000 on February 10, 1983. All such contributions will be held in escrow and released to the Partnership in accordance with the provisions of Section 5.3(b) of the Partnership Agreement.
- 3 - In addition to the \$18,600 contributions made as of April 12, 1979, an additional \$50,400 of cash is due in the following installments: \$17,550 on February 10, 1980; \$15,300 on February 10, 1981; \$10,500 on February 10, 1982; and \$7,500 on February 10, 1983. All such contributions will be held in escrow and released to the Partnership in accordance with the provisions of Section 5.3(b) of the Partnership Agreement.
- 4 - In addition to the \$12,400 contribution made as of April 12, 1979, an additional \$33,600 cash is due in the following installments: \$11,700 on February 10, 1980; \$10,200 on February 10, 1981; \$6,700 on February 10, 1982; and \$5,000 on February 10, 1983. All such contributions will be held in escrow and released to the Partnership in accordance with the provisions of Section 5.3(b) of the Partnership Agreement.
- 5 - In addition to the ~~\$18,600~~^{6,200} which may be contributed by Investor Limited Partners who may be admitted during the term of the Offering Period, an additional ~~\$50,400~~^{58,800} may be contributed by such additional Investor Limited Partners in four installments. The Investor Limited Partners whose names are listed above are in no way obligated to make any portion of the ~~\$18,600~~^{6,200} or the ~~\$50,400~~^{16,800}. referred to in this footnote 5.

SANS SOUCI HOUSING PARTNERS I

Limited Partner Signature Page

The undersigned, desiring to enter into the First Amendment to, and Restatement of, Limited Partnership Agreement of Sans Souci Housing Partners I, a Rhode Island limited partnership in or substantially in the form attached as Exhibit C to the Confidential Private Offering Memorandum of Sans Souci Housing Partners I dated January 7, 1979, with Amendment dated March 2, 1979. (the "Partnership Agreement"), hereby agrees to all of the terms of said Agreement and agrees to be bound by the terms and provisions thereof. The undersigned hereby constitutes and appoints each General Partner of Sans Souci Housing Partners I his true and lawful attorney-in-fact with all the powers and authorities as set forth in Section 15 of such Partnership Agreement. The undersigned hereby joins in and executes said Partnership Agreement and the corresponding Amended Certificate of Limited Partnership, hereby authorizing this Signature Page to be attached to any such documents. The power of attorney hereby granted shall be deemed to be coupled with an interest and shall be irrevocable and survive the death of the undersigned.

WITNESS the execution hereof by the undersigned this 25th day of April, 1979.

Maximum Capital Contribution

Not to be filled in by
Limited Partner

X Dr. David Newstadt
Signature of Limited Partner

DR DAVID NEWSTADT
Name of Limited Partner
96 CYNTHIA RD
NEWTON, MASS 02459
Residence Address

The State of: Massachusetts

The County of: Suffolk

Then personally appeared David Newstadt, who being duly sworn, acknowledged the foregoing instrument to be his free act and deed, and that the statements contained herein are true and correct, before me.

(SEAL)

Accepted by:

General Partner

Richard Copeland
Notary Public
My Commission Expires:
MY COMMISSION EXPIRES NOVEMBER 1, 1985
Please use seal.

SANS SOUCI HOUSING PARTNERS I

Limited Partner Signature Page

The undersigned, desiring to enter into the First Amendment to, and Restatement of, Limited Partnership Agreement of Sans Souci Housing Partners I, a Rhode Island limited partnership in or substantially in the form attached as Exhibit C to the Confidential Private Offering Memorandum of Sans Souci Housing Partners I dated January 7, 1979, with Amendment dated March 2, 1979. (the "Partnership Agreement"), hereby agrees to all of the terms of said Agreement and agrees to be bound by the terms and provisions thereof. The undersigned hereby constitutes and appoints each General Partner of Sans Souci Housing Partners I his true and lawful attorney-in-fact with all the powers and authorities as set forth in Section 15 of such Partnership Agreement. The undersigned hereby joins in and executes said Partnership Agreement and the corresponding Amended Certificate of Limited Partnership, hereby authorizing this Signature Page to be attached to any such documents. The power of attorney hereby granted shall be deemed to be coupled with an interest and shall be irrevocable and survive the death of the undersigned.

WITNESS the execution hereof by the undersigned this 25th day of April, 1979.

Maximum Capital Contribution

Not to be filled in by
Limited Partner

[Signature]
Signature of Limited Partner

ARNOLD NEUSTADT
Name of Limited Partner
115 ANDREWS ST
NEWTON HIGHLANDS, MASS 02461
Residence Address

The State of: Massachusetts

The County of: Suffolk

Then personally appeared _____, who being duly sworn, acknowledged the foregoing instrument to be his free act and deed, and that the statements contained herein are true and correct, before me.

(SEAL)

Accepted by: [Signature]

General Partner

[Signature]
Notary Public
My Commission Expires:
MY COMMISSION EXPIRES NOVEMBER 1, 1989
Please use seal.

SANS SOUCI HOUSING PARTNERS I

Limited Partner Signature Page

The undersigned, desiring to enter into the First Amendment to, and Restatement of, Limited Partnership Agreement of Sans Couci Housing Partners I, a Rhode Island limited partnership in or substantially in the form attached as Exhibit C to the Confidential Private Offering Memorandum of Sans Souci Housing Partners I dated January 7, 1979, with Amendment dated March 2, 1979. (the "Partnership Agreement"), hereby agrees to all of the terms of said Agreement and agrees to be bound by the terms and provisions thereof. The undersigned hereby constitutes and appoints each General Partner of Sans Souci Housing Partners I his true and lawful attorney-in-fact with all the powers and authorities as set forth in Section 15 of such Partnership Agreement. The undersigned hereby joins in and executes said Partnership Agreement and the corresponding Amended Certificate of Limited Partnership, hereby authorizing this Signature Page to be attached to any such documents. The power of attorney hereby granted shall be deemed to be coupled with an interest and shall be irrevocable and survive the death of the undersigned.

WITNESS the execution hereof by the undersigned this 6th day of April, 1979.

Maximum Capital Contribution

Not to be filled in by
Limited Partner

Paul W. Francis

Signature of Limited Partner

PAUL W. FRANCIS

Name of Limited Partner

4 PINE NEEDLES DR.

Residence Address

RITTSFORD, N.Y. 14539

The State of: New York

The County of: Monroe

Then personally appeared Paul W. Francis, who being duly sworn, acknowledged the foregoing instrument to be his free act and deed, and that the statements contained herein are true and correct, before me.

(SEAL)

Accepted by:

General Partner

Virginia T. Quinn

Notary Public

My Commission Expires:

Please use seal.

VIRGINIA T. QUINN
NOTARY PUBLIC, State of N. Y., Monroe County
My Commission Expires March 30, 1981

SANS SOUCI HOUSING PARTNERS I

Limited Partner Signature Page

The undersigned, desiring to enter into the First Amendment to, and Restatement of, Limited Partnership Agreement of Sans Couci Housing Partners I, a Rhode Island limited partnership in or substantially in the form attached as Exhibit C to the Confidential Private Offering Memorandum of Sans Souci Housing Partners I dated January 7, 1979, with Amendment dated March 2, 1979. (the "Partnership Agreement"), hereby agrees to all of the terms of said Agreement and agrees to be bound by the terms and provisions thereof. The undersigned hereby constitutes and appoints each General Partner of Sans Souci Housing Partners I his true and lawful attorney-in-fact with all the powers and authorities as set forth in Section 15 of such Partnership Agreement. The undersigned hereby joins in and executes said Partnership Agreement and the corresponding Amended Certificate of Limited Partnership, hereby authorizing this Signature Page to be attached to any such documents. The power of attorney hereby granted shall be deemed to be coupled with an interest and shall be irrevocable and survive the death of the undersigned.

WITNESS the execution hereof by the undersigned this 10th day of April, 1979.

Maximum Capital Contribution

Not to be filled in by
Limited Partner

Mehdi Shemirani, MD
Signature of Limited Partner

MEHDI SHEMAIRANI, M.D.
Name of Limited Partner
1134 WOODBORO RD.
WEBSTER, N.Y. 14580.
Residence Address

The State of: New York

The County of: Monroe

Then personally appeared Mehdi Shemirani, M.D., who being duly sworn, acknowledged the foregoing instrument to be his free act and deed, and that the statements contained herein are true and correct, before me.

(SEAL)

Accepted by:

Mehdi Shemirani
General Partner

Mary A. Kent
Notary Public
My Commission Expires:

Please use seal.

MARY A. KENT
NOTARY PUBLIC, State of N. Y., Monroe County
My Commission Expires March 30, 1982

SANS SOUCI HOUSING PARTNERS I

Limited Partner Signature Page

The undersigned, desiring to enter into the First Amendment to, and Restatement of, Limited Partnership Agreement of Sans Souci Housing Partners I, a Rhode Island limited partnership in or substantially in the form attached as Exhibit C to the Confidential Private Offering Memorandum of Sans Souci Housing Partners I dated January 7, 1979, with Amendment dated March 2, 1979. (the "Partnership Agreement"), hereby agrees to all of the terms of said Agreement and agrees to be bound by the terms and provisions thereof. The undersigned hereby constitutes and appoints each General Partner of Sans Souci Housing Partners I his true and lawful attorney-in-fact with all the powers and authorities as set forth in Section 15 of such Partnership Agreement. The undersigned hereby joins in and executes said Partnership Agreement and the corresponding Amended Certificate of Limited Partnership, hereby authorizing this Signature Page to be attached to any such documents. The power of attorney hereby granted shall be deemed to be coupled with an interest and shall be irrevocable and survive the death of the undersigned.

WITNESS the execution hereof by the undersigned this 10th day of April, 1979.

Maximum Capital Contribution

Not to be filled in by
Limited Partner

Alinaghi Farookh M.D.
Signature of Limited Partner

ALINAGHI FAROOKH, M.D.
Name of Limited Partner
3 CAMPBELL LANE
ROCHESTER, N.Y. 14616
Residence Address

The State of: New York

The County of: Monroe

Then personally appeared Alinaghi Farookh, who being duly sworn, acknowledged the foregoing instrument to be his free act and deed, and that the statements contained herein are true and correct, before me.

(SEAL)

Accepted by:

[Signature]
General Partner

Judith A. Bouchard
Notary Public
My Commission Expires:

JUDITH A. BOUCHARD
Please use seal
NOTARY PUBLIC, State of Monroe County
My Commission Expires March 30, 1980

SANS SOUCI HOUSING PARTNERS I

Limited Partner Signature Page

The undersigned, desiring to enter into the First Amendment to, and Restatement of, Limited Partnership Agreement of Sans Souci Housing Partners I, a Rhode Island limited partnership in or substantially in the form attached as Exhibit C to the Confidential Private Offering Memorandum of Sans Souci Housing Partners I dated January 7, 1979, with Amendment dated March 2, 1979. (the "Partnership Agreement"), hereby agrees to all of the terms of said Agreement and agrees to be bound by the terms and provisions thereof. The undersigned hereby constitutes and appoints each General Partner of Sans Souci Housing Partners I his true and lawful attorney-in-fact with all the powers and authorities as set forth in Section 15 of such Partnership Agreement. The undersigned hereby joins in and executes said Partnership Agreement and the corresponding Amended Certificate of Limited Partnership, hereby authorizing this Signature Page to be attached to any such documents. The power of attorney hereby granted shall be deemed to be coupled with an interest and shall be irrevocable and survive the death of the undersigned.

WITNESS the execution hereof by the undersigned this 4/13 day of April, 1979.

Maximum Capital Contribution

46,000

Not to be filled in by
Limited Partner

NEW ENGLAND UNION CO. INC

Signature of Limited Partner

HAY STREET, WEST WARWICK

X Francis J. [Signature] Res. RI. 02893

Name of Limited Partner

[Signature]

Residence Address

The State of: Rhode Island

The County of: Providence

Then personally appeared _____, who being duly sworn, acknowledged the foregoing instrument to be his free act and deed, and that the statements contained herein are true and correct, before me.

(SEAL)

Accepted by:

[Signature]
General Partner

[Signature]
Notary Public

My Commission Expires:

Please use seal.

SANS SOUCI HOUSING PARTNERS I

Limited Partner Signature Page

The undersigned, desiring to enter into the First Amendment to, and Restatement of, Limited Partnership Agreement of Sans Souci Housing Partners I, a Rhode Island limited partnership in or substantially in the form attached as Exhibit C to the Confidential Private Offering Memorandum of Sans Souci Housing Partners I dated January 7, 1979, with Amendment dated March 2, 1979. (the "Partnership Agreement"), hereby agrees to all of the terms of said Agreement and agrees to be bound by the terms and provisions thereof. The undersigned hereby constitutes and appoints each General Partner of Sans Souci Housing Partners I his true and lawful attorney-in-fact with all the powers and authorities as set forth in Section 15 of such Partnership Agreement. The undersigned hereby joins in and executes said Partnership Agreement and the corresponding Amended Certificate of Limited Partnership, hereby authorizing this Signature Page to be attached to any such documents. The power of attorney hereby granted shall be deemed to be coupled with an interest and shall be irrevocable and survive the death of the undersigned.

WITNESS the execution hereof by the undersigned this 30
day of April, 1979.

Maximum Capital Contribution

Not to be filled in by
Limited Partner

William J. McCann
Signature of Limited Partner

WILLIAM J. MCCANN.

Name of Limited Partner

9. WILLIAM STREET

Residence Address

PORTLAND CONN. 06480

The State of: CT

The County of: Hartford

Then personally appeared William J. McCann who being duly sworn, acknowledged the foregoing instrument to be his free act and deed, and that the statements contained herein are true and correct, before me.

(SEAL)

Accepted by:

Ray B. Wilkins
Notary Public

My Commission Expires: 1/1/82

Please use seal.

General Partner