

OLD STONE PLAZA ASSOCIATES

Second Amendment to Certificate of Limited Partnership  
and to Limited Partnership Agreement

The undersigned, desiring to amend the Limited Partnership Agreement of Old Stone Plaza Associates (the "Partnership") dated February 26, 1982 (the "Agreement") and the Certificate of Limited Partnership of the Partnership which was filed with the Secretary of the State of Rhode Island on March 12, 1982 (the "Certificate"), as said instruments were each amended effective May 17, 1982, do hereby make, sign and swear to the following to reflect the admission to the Partnership of Deacon Development Company as an additional General Partner and Gerard R. Barrette as an additional Limited Partner:

A. Sections 1.05, 2.01, 2.03(a), and 4.02 of the Agreement shall be deleted in their entirety substituting therefor the following:

1.05 Partners' Names and Addresses. The names and addresses of the General Partners are Thomas P. Dimeo, Love Lane, East Greenwich, Rhode Island and Deacon Development Company, 75 Chapman Street, Providence, Rhode Island 02906. The names and addresses of the Limited Partners are as follows:

Thomas J. McCarthy	13 Latisquama Road Southborough, MA 01772
Louis S. Carmisciano	79 Pratt Road Scituate, MA 02060

Kenneth Kern

9 Carriage House Path  
Ashland, MA 01721

Gerard R. Barrette

151 Avenue B  
Woonsocket, RI 02895

2.01 Capital Contributions. Thomas P. Dimeo and Deacon Development Company have contributed to the Partnership's capital \$ 5 and \$ 790, respectively. The Limited Partners have made the following contributions to the capital of the Partnership:

Thomas J. McCarthy	\$120
Louis S. Carmisciano	\$ 30
Gerard R. Barrette	\$ 30
Kenneth Kern	\$ 25

If, in the judgment of the General Partners, the Partnership requires additional capital for its operations, the partners may, but shall not be obligated to, contribute additional capital to the Partnership in order to provide it with the necessary funds. Unless they agree otherwise, the partners shall each be entitled to contribute a portion of such additional amount equal to his share of the net profits and net losses of the Partnership.

2.03 Profits and Losses.

(a) The net profits and the net losses of the Partnership for any fiscal year shall be allocated among the partners in the following percentages:

<u>Partner</u>	<u>Percentage of Profits and Losses</u>
Thomas P. Dimeo	<u>1/2%</u>
Deacon Development Company	<u>79 %</u>
Thomas J. McCarthy	12%
Louis S. Carmisciano	3%
Gerard R. Barrette	3%
Kenneth Kern	2-1/2%

4.02 Authority of the General Partners. All decisions respecting any matter set forth herein or otherwise affecting or arising out of the conduct of the business of the Partnership shall be made by the General Partners, who shall have the exclusive right and full authority to manage, conduct and operate the Partnership business.

B. Articles IV, VI, and IX of the Certificate shall be deleted in their entirety substituting therefor the following:

IV. The names and addresses of the General Partners are Thomas P. Dimeo, Love Lane, East Greenwich, RI and Deacon Development Company, 75 Chapman Street, Providence, RI 02906. The names and addresses of the Limited Partners are: Thomas J. McCarthy, 13 Latisquama Road, Southborough, MA 01772; Kenneth Kern, 9 Carriage House Path, Ashland, MA 01721; Louis S. Carmisciano, 79 Pratt Road, Scituate, MA 02060; and Gerard R. Barrette, 151 Avenue B, Woonsocket, RI 02895.

VI. Mr. Dimeo has contributed \$ 5 to the capital of the Partnership, Deacon Development Company has contributed \$ 79 to the capital of the Partnership, Mr. McCarthy has contributed \$120 to the capital of the Partnership. Mr. Carmisciano has contributed \$30 to the capital of the Partnership, Mr. Barrette has contributed \$30 to the capital of the Partnership, and Mr. Kern has contributed \$25 to the capital of the Partnership.

IX. The Limited Partners shall receive the following interests in the net profits, net losses, net cash flow and net proceeds of any sale or financing of the Property or upon the liquidation of the Partnership:

Thomas J. McCarthy	12%
Louis S. Carmisciano	3%
Gerard R. Barrette	3%
Kenneth Kern	2.5%


C. All references in the Agreement and Certificate to the "General Partner" shall refer instead to the "General Partners" to reflect the addition of Deacon Development Company hereby as an additional General Partner.

D. In all other respects, the Agreement and Certificate shall be unchanged and shall continue in full force and effect.

IN WITNESS WHEREOF, the General Partners and the Limited Partners of the Partnership have signed and sworn to this Second

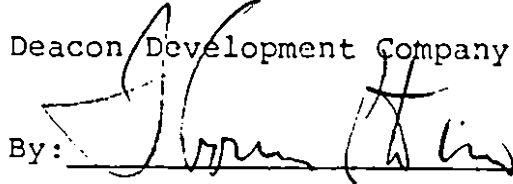
Amendment as of the first day of August, 1982.

GENERAL PARTNERS:


  
Thomas P. Dimeo


Deacon Development Company

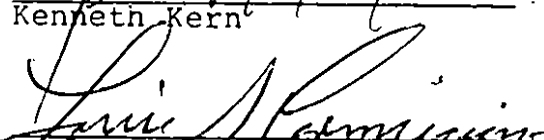
By:

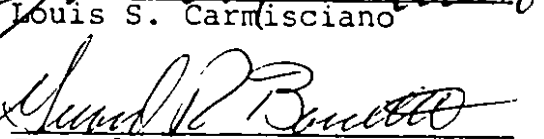


LIMITED PARTNERS:

  
Thomas J. McCarthy

  
Kenneth Kern

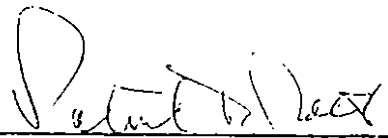
  
Louis S. Carmisciano

  
Gerard R. Barrette

STATE OF Rhode Island       )  
COUNTY OF Providence       )SS.

On the 20th day of August , 1982, before me, the undersigned officer, personally appeared Thomas P. Dimeo, signer of the foregoing instrument, who being by me duly sworn, acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

  
\_\_\_\_\_  
Notary Public

My commission expires: 6/30/86

(Notarial Seal)

STATE OF Rhode Island       )  
COUNTY OF Providence       )SS.

On the 20th day of August , 1982, before me, the undersigned officer, personally appeared Thomas P. Dimeo, the duly authorized President of Deacon Development Company, who being by me duly sworn, acknowledged to me that the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

  
\_\_\_\_\_  
Notary Public

My commission expires: 6/30/86

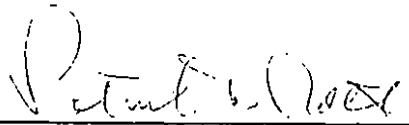
(Notarial Seal)

STATE OF Rhode Island       )  
COUNTY OF Providence       )SS.

On the 20th day of August, 1982, before me, the undersigned officer, personally appeared Thomas J. McCarthy, signer of the foregoing instrument, who being by me duly sworn, acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I hereunto set my hand and

official seal.

  
Notary Public

My commission expires: 6/30/86  
(Notarial Seal)

STATE OF Rhode Island )  
COUNTY OF Providence )SS.

On the 20th day of August , 1982, before me, the undersigned officer, personally appeared Louis S. Carmisciano, signer of the foregoing instrument, who being by me duly sworn, acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

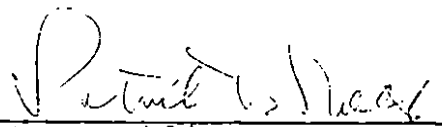
  
Notary Public

My commission expires: 6/30/86  
(Notarial Seal)

STATE OF Rhode Island )  
COUNTY OF Providence )SS.

On the 20th day of August , 1982, before me, the undersigned officer, personally appeared Gerard R. Barrette, signer of the foregoing instrument, who being by me duly sworn, acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

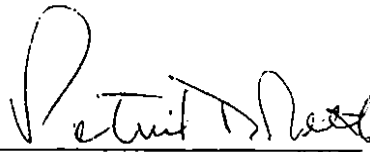
  
Notary Public

My commission expires: 6/30/86  
(Notarial Seal)

STATE OF Rhode Island )  
COUNTY OF Providence )SS.

On the 20th day of August, 1982, before me, the undersigned officer, personally appeared Kenneth L. Kern, signer of the foregoing instrument, who being by me duly sworn, acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

  
Notary Public

My commission expires: 6/20/86

(Notarial Seal)



..... 50.00  
4025A14..... 50.00BL  
E=28

SEP 28 1962

Lee