

AMALGAMATED FINANCIAL GROUP IV
SECOND AMENDMENT TO AGREEMENT AND CERTIFICATE OF LIMITED
PARTNERSHIP

This Second Amendment to Agreement and Certificate of Limited Partnership as of April 1, 1987, to Agreement and Certificate of Limited Partnership dated as of March 31, 1983 as amended by First Amendment to Agreement Certificate of Limited Partnership dated as of July 20, 1983, by and among Amalgamated Development, Inc., a Rhode Island Corporation with a principal place of business located in Johnston, Rhode Island and Alfred Carpionato and Louis Carpionato of Cranston, Rhode Island

WITNESSETH

Whereas, the parties hereto desire to amend such Agreement and Certificate to reflect the withdrawal of Louis Carpionato as a limited partner of the Partnership and to reflect the admission of Alfred Carpionato as a co-general partner of the Partnership and modify the percentage interests in the Partnership of the general partners and limited partners.

NOW THEREFORE, in consideration of the Premises, the parties hereto agree as follows and do swear that:

1) Effective as of the close of business on the date hereof, Louis Carpionato hereby withdraws as a limited partner of the Partnership, and his interest as a limited partner of the Partnership is assigned to Alfred Carpionato in conformity with Schedule A which

is attached hereto and made a part hereof.

2) Effective as of the close of business on the date hereof, Alfred Carpionato is admitted as a co-general partner of the Partnership in conformity with Schedule A which is attached hereto and made a part hereof.

3) Amalgamated Development Inc.'s percentage interest in the Partnership as a general partner shall be reduced to one half (1/2%) percent and Alfred Carpionato's interest as a general partner in the Partnership shall be one half (1/2%) percent.

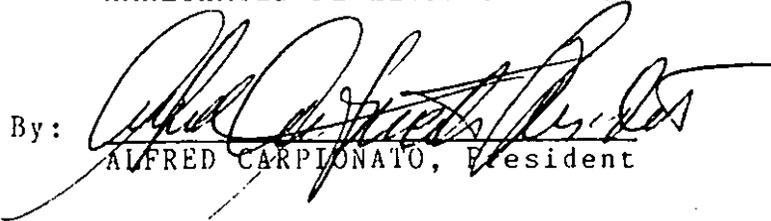
4) Schedule A of the Partnership Agreement is amended to read in conformity with Schedule A attached hereto and made a part hereof.

5) All of the provisions of the Partnership Agreement and Partnership Certificate, as amended, are hereby ratified and confirmed.

IN WITNESS WHEREOF, this Amendment has been duly executed by the parties hereto as of the date first above written.

GENERAL PARTNER


ALFRED CARPIONATO
AMALGAMATED DEVELOPMENT INC.

By: 
ALFRED CARPIONATO, President

LIMITED PARTNER:


ALFRED CARPIONATO

WITHDRAWING LIMITED PARTNER

Louis Carpionato
LOUIS CARPIONATO

State of Rhode Island
Providence, Sc.

On this 1st day of April, 1987, before me personally appeared Alfred Carpionato, general partner, limited partner, of Amalgamated Financial Group, IV, to me known and known by me to be the party executing the foregoing instruments and he acknowledged said instrument, by him executed, to be his free act and deed and the free act and deed of Amalgamated Financial Group IV.

Elizabeth A. Linn
Notary Public 6/1991

State of Rhode Island
Providence, Sc.

In Johnston, on this 1st day of April, 1987, before me personally appeared Louis Carpionato, withdrawing limited partner of Amalgamated Financial Group IV, to be 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 deed and the free act and deed of Amalgamated Financial Group IV.

Elizabeth A. Linn
Notary Public 6/1991

State of Rhode Island
Providence, Sc.

In Johnston, on this 1st day of April, 1987, before me personally appeared Alfred Carpionato in his capacity as President of Amalgamated Development Inc., general partner of Amalgamated Financial Group, IV, to me known and known by me to be the party executing the foregoing instrument and he acknowledged that instrument by him executed to be his free act and deed and the free act and deed of Amalgamated Development Inc. as well as the free act and deed of Amalgamated Financial Group IV.

Elizabeth A. Linn
Notary Public 6/1991

SCHEDULE A

AMALGAMATED FINANCIAL GROUP IV

CAPITAL CONTRIBUTIONS AND PERCENTAGE INTERESTS OF GENERAL PARTNERS AND LIMITED PARTNERS

<u>General Partners</u>	<u>Cash</u>	<u>Percentage Interest</u>
Alfred Carpionato 1414 Atwood Avenue Johnston, Rhode Island 02919	\$1,000	1/2%
Amalgamated Development, Inc. c/o 1414 Atwood Avenue Johnston, Rhode Island 02919	\$1,000	1/2%
<u>Limited Partner</u>		
Alfred Carpionato 1414 Atwood Avenue Johnston, RI 02919	500	99%

CP50 50.00
CHEK 50.00

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