



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership under and by virtue of the powers conferred by Section 7-13-8 of the General Laws, 1956, as amended, do execute the following Certificate of Limited Partnership:

1. The name of the limited partnership shall be:

Union Venture Family Limited Partnership

(The name must contain the words "limited partnership" or the letters and punctuation "l.p." or "L.P.")

2. The address of the specified office in this state where the records of the limited partnership shall be kept is:

Edwards & Angell, One BankBoston Plaza, Providence, RI 02903

3. The name and address of the specified agent for service of process is David P. Mixer

(Name of Agent)

c/o A. Max Kohlenberg, Edwards & Angell, One BankBoston Plaza, Providence, RI 02903

(Street Address, not P.O. Box)

(City/Town)

(Zip Code)

4. The name and business address of each general partner is:

General Partner

David P. Mixer

Gail S. Mixer

Business Address

c/o A. Max Kohlenberg, Edwards & Angell,

One BankBoston Plaza, Providence, RI 02903

c/o A. Max Kohlenberg, Edwards & Angell

One BankBoston Plaza, Providence, RI 02903

5. The mailing address for the limited partnership is c/o A. Max Kohlenberg, Edwards & Angell

(Street Address)

One BankBoston Plaza, Providence, RI 02903

(City/Town)

(State)

(Zip Code)

6. Any other matters the partners determine to include therein (if additional space is required, please list on separate attachment.)

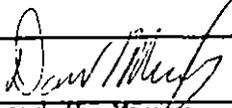
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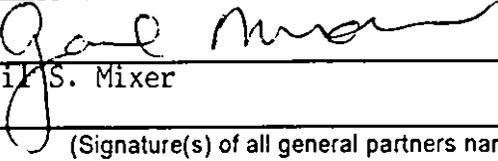
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Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Limited Partnership and that all statements contained herein are true and correct.



David P. Mixer



Gail S. Mixer

(Signature(s) of all general partners named herein)

Dated August 13, 1998