

Filing Fee: \$50.00

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State of Rhode Island and Providence Plantations
CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP

Be it Known to All by these Presents, That, the undersigned partner(s) of.....
NEWPORT PLAZA ASSOCIATES, L.P.

desiring to amend the Certificate of said partnership, (does) (do) hereby execute the following
Certificate of Amendment to its Certificate of Limited Partnership.

FIRST. The name of the Limited Partnership is.....
NEWPORT PLAZA ASSOCIATES, L.P.

SECOND. The date of the filing of the Certificate of Limited Partnership is.....
November 19,, 19 87.

THIRD. The Certificate of Limited Partnership (as amended on February 5, 1988.....
.....),

(List all dates of amendment or omit if not applicable)

is amended as follows:

(Insert amendment)

(ATTACHED)

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Rec'd & Filed FEB 10 1988

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SECOND AMENDMENT TO THE LIMITED PARTNERSHIP AGREEMENT
OF NEWPORT PLAZA ASSOCIATES, L.P.

Preliminary Statement

On November 19, 1987, the general and limited partners of Newport Plaza Associates, L.P. executed and delivered a Limited Partnership Agreement (the "Partnership Agreement") which provided, among other things, for the establishment of Ronald E. Kutrieb, Joseph J. Dabek, James J. Beaulieu and Ronald A. Levesque as General Partners, and the admission of Capital Growth Advisors, Inc. as Limited Partner. The First Amendment thereto filed February 5, 1988 reflected the withdrawal of Ronald A. Levesque as a general partner and of Capital Growth Advisors, Inc. as the sole limited partner and the admission of a certain other persons as new Limited Partners. This Second Amendment is to correct and modify the First Amendment as set forth below.

NOW, THEREFORE, it is hereby agreed as follows:

1. Schedule A attached to the Amended and Restated Limited Partnership Agreement dated November 19, 1987 is hereby amended in its entirety and in its place there is substituted the Schedule A which is attached hereto and made a part hereof.

2. Except as modified herein, the Amended and Restated Limited Partnership Agreement dated November 19, 1987 is hereby ratified, confirmed and approved.

SCHEDULE A

The Partners of Newport Plaza Associates

GENERAL PARTNERS -----		CASH -----	PERCENT -----
RONALD E. KUTRIEB 97 Highland Avenue Warwick	RI 02886	2,500.00	0.50
JOSEPH J. DABEK Rhode Island Road Little Compton	RI 02837	1,250.00	0.25
JAMES J. BEAULIEU RR2 Box 641 Purgatory Road	RI 02822	1,250.00	0.25
LIMITED PARTNERS -----	UNITS -----	CASH -----	PERCENT -----
L. SAUL ALPERT One Mill Street Cumberland	1.0	50,000.00	9.90
STACEY R. ALPERT REVOCABLE TRUST One Mill Street Cumberland	1.0	50,000.00	9.90
P. EDWARD CAPALBO 130 Granite Street Westerly	1.0	50,000.00	9.90
BRIAN MICHAEL CAPALBO 130 Granite Street Westerly	0.5	25,000.00	4.95
RONALD E. CAPALBO 1 Dogwood Drive Westerly	0.5	25,000.00	4.95
ISLAND PLAZA ASSOCIATES 221 Third Street Newport	5.0	250,000.00	49.50

LIMITED PARTNERS -----	UNITS -----	CASH -----	PERCENT -----
EVELINE WALSH TRUST 30 Shore Drive Middletown RI 02840	1.0	50,000.00	9.90
----- LIMITED PARTNER TOTALS	----- 10.0	----- 500,000.00	

TOTAL NUMBER OF LIMITED PARTNERS: 7