

Filing Fee: \$100.00

ID Number: 98823



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:

CEARION PARTNERS, LP

(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:

One Turks Head Place, Suite 504, Providence, Rhode Island 02903

3. The name and address of the specified agent for service of process is David J. McOsker, Esquire

(Name of Agent)

420 Angell Street

Providence

02906

(Street Address, not P.O. Box)

(City/Town)

(Zip Code)

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

General Partner

Craig M. DeCesare

Business Address

One Turks Head Place, Suite 504, Providence, RI 02903

5. The mailing address for the limited partnership is One Turks Head Place, Suite 504, Providence, RI 02903

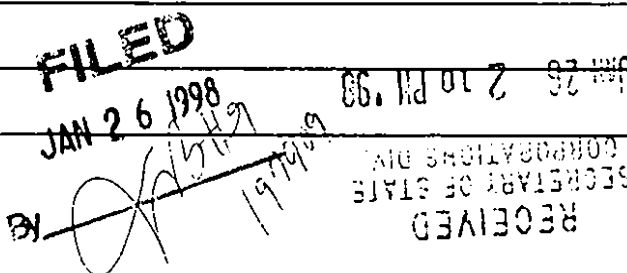
(Street Address)

(City/Town)

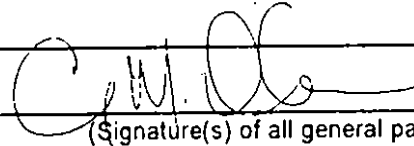
(State)

(Zip Code)

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



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.



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

Dated January 21, 1998

Craig M. DeCesare, General Partner