



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

LIMITED PARTNERSHIP

CERTIFICATE OF LIMITED PARTNERSHIP
(To Be Filed In Duplicate Original)

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:

Stephens Hall Development Associates, L.P.
(The name must contain the words "limited partnership" or the letters and punctuation "L.P.")

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

392 Cranston Street, Providence, Rhode Island 02907

3. The name and address of the specified agent for service of process is Sharon Conard Wells

(Name of Agent)

392 Cranston Street Providence RI 02907
(Street Address, not P.O. Box) (City/Town) (Zip Code)

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

General Partner

Business Address

SH Development Corp. 392 Cranston Street
Providence, Rhode Island 02907

5. The mailing address for the limited partnership is 392 Cranston Street

(Street Address)

Providence Rhode Island 02907
(City/Town) (State) (Zip Code)

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BY [Signature] 233 523

6. Any other matters the partners determine to include herein:

This Limited Partnership shall operate under the provisions of its Limited Partnership Agreement and the provisions of Title 7, Chapter 13 of the General Laws of the State of Rhode Island.

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(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, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: November 12, 1999

SH Development Corp.

By James A. O'Leary

By [Signature]

By \_\_\_\_\_

By \_\_\_\_\_

Signature (S) \_\_\_\_\_