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AMENDMENT NO. 1
TO THE
AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF
MURRY REALTY L.P.
A RHODE ISLAND LIMITED PARTNERSHIP

THIS AMENDMENT NO. 1 to the AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP made this *21st* day of *November*, 1991, by and among MAURICE MILLER, as General Partner (the "General Partner"), and SUSAN ZIDE, WENDY SUZMAN, and LOUISE MASON, as Limited Partners (the "Limited Partners") (hereinafter the General Partner and Limited Partners sometimes referred to collectively as the "Partners").

WHEREAS, the Partners previously established the Partnership by Agreement of Limited Partnership dated June 14, 1988, and transferred to the Partnership their interests in the assets of MURRY REALTY CORP., a liquidated Rhode Island corporation; and

WHEREAS, the Partners amended and restated the Agreement of Limited Partnership effective December 18, 1989; and

WHEREAS, the Partners now desire to amend said Agreement of Limited Partnership to reflect a transfer by Maurice Miller of one half of his interest in the Partnership to his wife, Sylvia Miller, and her admission to the Partnership;

NOW, THEREFORE, it is mutually agreed as follows:

1. Sylvia Miller is hereby admitted to the Partnership as a Limited Partner.

2. Paragraph 3 of the Agreement is deleted in its entirety, and the following substituted in lieu thereof:

"3. Partners' Percentages. Each Partner's percentage interest in the Partnership is as follows:

<u>Partner</u>	<u>Percentage Interest in Partnership</u>
Maurice Miller	36.5%
Sylvia Miller	36.5%
Susan Zide	9.0%
Wendy Suzman	9.0%
Louise Mason	9.0%

Such percentage interests may change in the event of transfers pursuant to paragraph 8 hereof. In the event of such a transfer, this Agreement shall be amended to reflect the revised percentage interests of the Partners. No Limited Partner shall at any time be obligated or required to make any additional contributions to the Partnership. The liability of each Limited Partner for the losses, debts, and obligations of the Partnership shall be limited to the Limited Partner's capital contribution and share of undistributed profits."

3. In all other respects, the Agreement of Limited Partnership, as herein amended, is hereby ratified and confirmed.

IN WITNESS WHEREOF, the parties hereto have executed this Amended and Restated Agreement and Certificate of Limited

Partnership on the day and year first hereinabove written.

Maurice Miller
Maurice Miller

Wendy Suzman
Wendy Suzman

Susan Zide
Susan Zide

Louise Mason
Louise Mason

STATE OF RHODE ISLAND
COUNTY OF

In Providence on the 26th day
of November, 1991, before me personally appeared
Maurice Miller, to me 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.

Maurice L. Miller
Notary Public
My commission expires: 6/30/93

STATE OF GEORGIA
COUNTY OF Fulton

In Atlanta on the 16th day
of December, 1991, before me personally appeared Wendy
Suzman, to me known and known by me to be the party executing
the foregoing instrument, and she acknowledged said instrument
by her executed to be her free act and deed.

Ann Slaughter
Notary Public
My commission expires: 9/6/94
Notary Public, Fulton County, Georgia
My Commission Expires Sept. 6, 1994

COMMONWEALTH OF MASSACHUSETTS
COUNTY OF

In Frank M. Mason on the 6th day March 1992
of _____, 1991, before me personally appeared Susan
Zide, to me known and known by me to be the party executing the
foregoing instrument, and she acknowledged said instrument by
her executed to be her free act and deed.

Charles A. Paul - 2-14-94
Notary Public
My commission expires:

COMMONWEALTH OF MASSACHUSETTS
COUNTY OF Worcester

In Worcester on the 29th day
of January, 1992, before me personally appeared Louise
Mason, to me known and known by me to be the party executing
the foregoing instrument, and she acknowledged said instrument
by her executed to be her free act and deed.

Tracy L. Corriveau
Notary Public
My commission expires:

TRACY L. CORRIVEAU
Notary Public
My Commission Expires July 3, 1998

REC'D & FILED MAR 11 1992