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FIRST AMENDMENT
TO
AGREEMENT OF LIMITED PARTNERSHIP
AND
CERTIFICATE OF LIMITED PARTNERSHIP
OF
TAUNTON PLAZA ASSOCIATES

THIS AMENDMENT AND CERTIFICATE agreed upon this 13th day of January, 1979, by and between KELLY & PICERNE, INC., PICERNE INVESTMENT CORPORATION, RONALD R.S. PICERNE and KELLY & PICERNE VENTURE CORP.

WHEREAS,

a Limited Partnership Agreement establishing Taunton Plaza Associates was entered into on the 13th day of October, 1978, by and between Kelly & Picerne, Inc. as General Partner, and Picerne Investment Corporation and Ronald R.S. Picerne as Limited Partners; and,

WHEREAS,

all of the partners are desirous of admitting a new partner to Taunton Plaza Associates;

NOW THEREFOR,

the Taunton Plaza Associates Limited Partnership Agreement and Certificate is hereby amended as follows:

1. Paragraph 6, General Partner, shall read:

Kelly & Picerne, Inc.	.5%
Kelly & Picerne Venture Corp.	.5%

2. Paragraph 8, Capital Contributions, shall read:

<u>General Partner</u>	
Kelly & Picerne, Inc.	\$50.00

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\$50000
50000
50000

Kelly & Picerne Venture Corp. \$50.00

Limited Partners:

Ronald R.S. Picerne \$100.00
Picerne Investment Corporation \$100.00

3. Paragraph 9, Profits, Losses And Cash Proceeds, shall read:

General Partner

Kelly & Picerne, Inc. .5%
Kelly & Picerne Venture Corp. .5%

Limited Partners

Ronald R.S. Picerne 49.5%
Picerne Investment Corporation 49.5%

The parties to this First Amendment agree that all other provisions of the Original Agreement and Certificate of Taunton Plaza Associates are hereby ratified and affirmed.

IN WITNESS WHEREOF, the undersigned have signed and sworn to this instrument on the day and year first above written.

Original General Partner

New General Partner

Kelly & Picerne, Inc.

Kelly & Picerne Venture Corp.

By: Ronald R.S. Picerne
its President

By: Ronald R.S. Picerne
its President

Limited Partners

Picerne Investment Corporation

by: Ronald R.S. Picerne
its President

Ronald R.S. Picerne
Ronald R.S. Picerne

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In Cranston on the 10th day of January, 1979,
before me personally appeared Ronald R.S. Picerne, known
to me, and acknowledged his execution of the foregoing
as his free act and deed.


Notary Public

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Cranston on the 10th day of January, 1979,
before me personally appeared Ronald R.S. Picerne,
president of Kelly & Picerne, Inc., Picerne Investment
Corporation and Kelly & Picerne Venture Corp., and he
acknowledged his execution of the foregoing in his cap-
acity as President of these corporations to be his free
act and deed and the free act and deed of these corporations.


Notary Public