

Filing Fee: \$50.00

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.....

154 WATERMAN ASSOCIATES

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.....

154 WATERMAN ASSOCIATES

SECOND. The date of the filing of the Certificate of Limited Partnership is.....

JULY 5, 1984.

THIRD. The Certificate of Limited Partnership (as amended on.....

.....),

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

is amended as follows:

(Insert amendment)

The Limited Partnership interest owned by Arthur Brody and Sophie Brody as community property is, effective July 21, 1982 transferred to THE ARTHUR AND SOPHIE BRODY REVOCABLE TRUST dated April 13, 1989 and THE ARTHUR AND SOPHIE BRODY REVOCABLE TRUST hereby becomes a substitute Limited Partner in 154 WATERMAN ASSOCIATES.

In Testimony Whereof, We have hereunto set our hands and stated our residences this.....

27 day of September A.D. 19 92.

Name

Residence

(No. Street, City or Town, State.)

Stephen R. Lammstein 17 GLEASON DRIVE PROVIDENCE RI 02906

Arthur Brody by Stephen R. Lammstein, Attorney in fact 1093 VIA FRONTERA SAN DIEGO CA 92127

Sophie Brody by Stephen R. Lammstein, Attorney in fact 1093 VIA FRONTERA SAN DIEGO CA 92127

THE ARTHUR AND SOPHIE BRODY

REVOCABLE TRUST, Arthur Brody Trustee by Stephen R. Lammstein, Attorney in fact 1093 VIA FRONTERA SAN DIEGO CA 92127

Rec'd & Filed SEP 28 1992

#21
AMT 87689

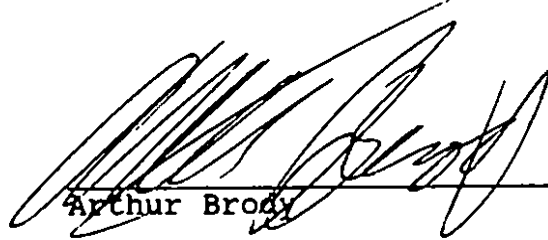
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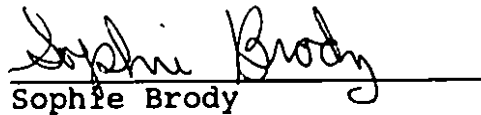
RECEIVED
OFFICE OF THE STATE
CLERK

ASSIGNMENT OF PARTNERSHIP INTEREST

For no consideration, Arthur Brody and Sophie Brody ("Assignors") assign to the Arthur and Sophie Brody Revocable Trust under trust dated April 13, 1989 all of their right, title, and interest in and to their limited partnership interest in 154 Waterman Associates, a Rhode Island limited partnership ("the Partnership"). This assignment shall be effective as of the date of this instrument. Hereafter, the Arthur and Sophie Brody Revocable Trust shall have the right to receive from the Partnership the share of partnership profits, losses, and distributions to which the assignors would otherwise be entitled and the right to the return from the Partnership on its dissolution of the Assignors' interest in the Partnership.

Executed at San Diego, California on 7/7/ 1992.


Arthur Brody

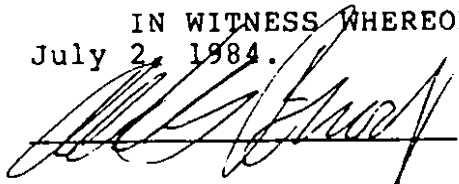

Sophie Brody

GENERAL POWER OF ATTORNEY

I, Arthur Brody, residing at 18767 Lunada Point, San Diego, CA 92128, in the City of San Diego, County of San Diego, State of California, do hereby nominate, constitute, and appoint Stephen R. Lewinstein, residing at 17 Greateon Drive, Providence, Rhode Island, my true and lawful attorney in fact, for me and in my name, place and stead, to make, execute, sign, acknowledge and file:

- A. The Certificate of Limited Partnership and any amended certificate or certificates of Limited Partnership or any certificate or other instrument which may be required to be filed by the Partnership under the laws of the State of Rhode Island including the designation of agents for the service of process;
- B. Any and all amendments or modifications of the instruments described in the preceding subparagraph A; and
- C. All documents which may be required to effectuate the dissolution and termination of the Partnership and cancellation of its Certificate, as amended from time to time.

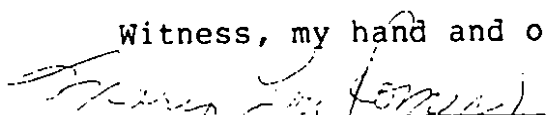
IN WITNESS WHEREOF I have hereunto signed my name this July 2, 1984.

 Arthur Brody

STATE OF California)
) ss
 COUNTY OF San Diego)

BEFORE ME, the undersigned Notary Public in and for said County and State, personally appeared ARTHUR BRODY known to me to be the person whose name is subscribed to the foregoing Subscription Agreement who, being duly sworn, acknowledges that he signed the same as his free act and deed.

Witness, my hand and official seal this 2nd day of July, 1984.


 Notary Public

My Commission expires:



GENERAL POWER OF ATTORNEY

I, Sophie Brody, residing at 18767 Lunada Point, San Diego, CA 92128, in the City of San Diego, County of San Diego, State of California, do hereby nominate, constitute, and appoint Stephen R. Lewinstein, residing at 17 Greaton Drive, Providence, Rhode Island, my true and lawful attorney in fact, for me and in my name, place and stead, to make, execute, sign, acknowledge and file:

- A. The Certificate of Limited Partnership and any amended certificate or certificates of Limited Partnership or any certificate or other instrument which may be required to be filed by the Partnership under the laws of the State of Rhode Island including the designation of agents for the service of process;
- B. Any and all amendments or modifications of the instruments described in the preceding subparagraph A; and
- C. All documents which may be required to effectuate the dissolution and termination of the Partnership and cancellation of its Certificate, as amended from time to time.

IN WITNESS WHEREOF I have hereunto signed my name this July 2, 1984.

Sophie Brody Sophie Brody

STATE OF California)
 ss
COUNTY OF San Diego)

BEFORE ME, the undersigned Notary Public in and for said County and State, personally appeared SOPHIE BRODY known to me to be the person whose name is subscribed to the foregoing Subscription Agreement who, being duly sworn, acknowledges that she signed the same as her free act and deed.

Witness, my hand and official seal this 2nd day of July, 1984.

Mary Lou Romero
Notary Public

My Commission expires:

