

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. 1992.

Name	Residence (No. Street, City or Town, State.)
Stephen K. Lewinstein	17 GREEN DAVE PROVIDENCE RI 02906
Arthur Brody by Stephen K. Lewinstein, Attorney in fact	1093 VIA FRONTERA SAN DIEGO CA 92127
Sophie Brody by Stephen K. Lewinstein, Attorney in fact	1013 VIA FRONTERA SAN DIEGO CA 92127
THE ARTHUR AND SOPHIE BRODY REVOCABLE TRUST, Arthur Brody Trustee by Stephen K. Lewinstein, Attorney in fact	1093 VIA FRONTERA SAN DIEGO CA 92127

Rec'd & Filed SEP 28 1992

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AMT 87689

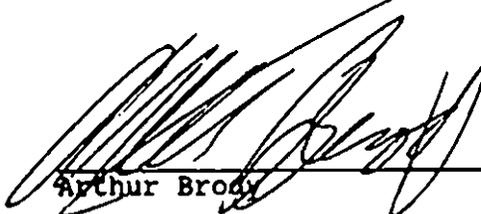
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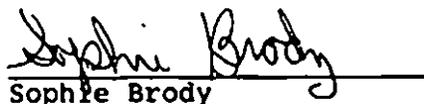
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**ASSIGNMENT OF PARTNERSHIP INTEREST**

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