

Filing Fee: \$100.00  
~~\$300.00~~

71745

State of Rhode Island and Providence Plantations

CERTIFICATE OF LIMITED PARTNERSHIP

Be it Known to All by these Presents, That we, the undersigned, desiring to form a limited partnership under and by virtue of the powers conferred by Chapter 7-13 of the General Laws of Rhode Island, do execute the following Certificate of Limited Partnership:

FIRST. The name of the partnership shall be Walmid Associates, l.p.

SECOND. The character of the business conducted by the partnership shall be

THIRD. The address of the specified office of the partnership is 17 Greateon Drive,

Providence, Rhode Island 02906

(NO. STREET, CITY OR TOWN IN RHODE ISLAND)

and the name of the specified agent for service of process at such address is

Stephen R. Lewinstein

FOURTH. The names and residences of all members of the partnership, both general and limited, are as respectively designated. (Use Schedule A if space below is not sufficient.)

General Partners

Residence

(NO. STREET, CITY OR TOWN, STATE)

Midwal Corp.

321 South Main Street - Suite 200

Providence, Rhode Island 02903

(registered office)

Limited Partners

Residence

(NO. STREET, CITY OR TOWN, STATE)

**FIFTH.** The following items listed immediately below shall be the contribution of each partner. (Use Schedule A if space below is not sufficient.)

Name of Partner	Cash	Property other than Cash	Value

and the items listed immediately below shall be the future contributions, agreed to be made by each partner. (Use Schedule A if space below is not sufficient.)

Name of Partner	Cash	Property other than Cash	Value

**SIXTH.** The times at which or the events on the happening of which said future contributions shall be made shall be.....

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**SEVENTH.** Provisions (if any) for the power of a limited partner to grant the right to become a limited partner to an assignee of any part of his partnership interest, and the terms and conditions of the power.....

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**EIGHTH.** If agreed upon, the time at which or the events on the happening of which a partner may terminate his/her/its membership in the limited partnership and the amount of, or the method of determining the distribution to which a partner may be entitled respecting his/her/its partnership interest, and the terms and conditions of the termination and distribution .....

**NINTH.** The right (if any) of a partner to receive distributions of property, including cash from the limited partnership .....

**TENTH.** The right (if any) of a partner to receive, or of a general partner to make, distributions to a partner which include a return of all or any part of the partner's contributions .....

**ELEVENTH.** The time (if any) at which or events (if any) upon the happening of which the limited partnership is to be dissolved and its affairs wound up .....

**TWELFTH.** The right (if any) of the remaining general partners to continue the business on the happening of an event of withdrawal of a general partner .....

THIRTEENTH. Other matters as the partners have determined to include herein

(Use Schedule A if space below is not sufficient.)

a. The mailing address of the limited partnership is:

c/o Stephen R. Lewinstein, 17 Greateon Drive, Providence, Rhode Island 02906

b. The latest date upon which the limited partnership is to dissolve is:

December 31, 2091

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

10th day of March A.D. 19 93

Name

Residence  
(NO. STREET, CITY OR TOWN, STATE.)

Midwal Corp.

321 South Main Street - Suite 200

By: *Stephen R. Lewinstein*  
Stephen R. Lewinstein  
President

Providence, Rhode Island 02903  
(registered office)

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV.

MAR 10 4 32 PM '93

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