

**FIRST AMENDMENT  
TO  
FIRST AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP  
AND  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
LWA LIMITED PARTNERSHIP**

WE, THE UNDERSIGNED, being all of the Partners of LWA Limited Partnership (the "Partnership"), desiring to amend the First Amended and Restated Agreement of Limited Partnership and Certificate of Limited Partnership of LWA Limited Partnership (the "Restated Agreement and Certificate") filed with the Rhode Island Secretary of State on December 13, 1985, by this writing certify as follows and on this 27<sup>th</sup> day of December, 1985, do amend the Restated Agreement and Certificate as follows:

Preliminary Statement

An Agreement of Limited Partnership and Certificate of Limited Partnership was filed with the Rhode Island Secretary of State on October 16, 1985. The Restated Agreement and Certificate was filed with the Rhode Island Secretary of State on December 13, 1985. Richard H. Rubin assigned and transferred 3.75% of his Class B Limited Partnership Interest to Robert K. Rubin on October 17, 1985, but the assignment of such interest was inadvertently not recognized upon the filing of the Restated Agreement and Certificate. The purpose of this First Amendment to the First Amended and Restated Agreement of Limited Partnership and Certificate of Limited Partnership of LWA Limited Partnership (hereinafter, "First Amendment") is to correctly set forth the respective Class B Limited Partnership Interest and Capital Contributions of Richard H. Rubin and Robert K. Rubin.

NOW, THEREFORE, it is hereby agreed that:

1. The Restated Agreement and Certificate is amended as hereinafter set forth in this First Amendment. All other provisions of the Restated Agreement and Certificate shall remain in full force and effect and are incorporated herein by this reference.

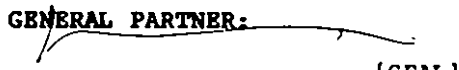
2. Schedule A to the Restated Agreement is amended as set forth in Schedule A annexed hereto and incorporated herein by this reference to reflect the assignment and transfer of a 3.75% Class B Limited Partnership Interest from Richard H. Rubin to Robert K. Rubin and the resultant changes in their respective Partnership Interests and Capital Contributions after giving effect to the reservation of eighty percent (80%) of the total Partnership Interests for future sale to Class A Limited Partners to be subsequently admitted; i.e., Richard H. Rubin's Class B Limited Partnership Interest is reduced to 8.75% and Robert K. Rubin's Class B Limited Partnership Interest is increased to 1.20%.

IN WITNESS WHEREOF, the General Partner and each of the Limited Partners have executed and acknowledged this First Amendment on the following Certification and Signature Pages numbered 3 through 5 as of the 27<sup>th</sup> day of December, 1985.

FIRST AMENDMENT  
TO FIRST AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP  
AND  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
LWA LIMITED PARTNERSHIP

Certification and Signature Pages

Witness:  


GENERAL PARTNER:  
  
[SEAL]  
Richard H. Rubin


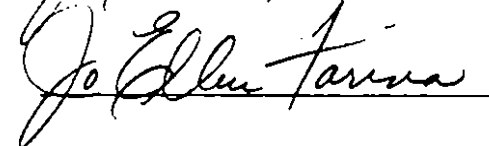
STATE OF MARYLAND,  
COUNTY OF MONTGOMERY, SS:

THIS IS TO CERTIFY that on this the 27th day of December, 1985, before me, the subscriber, a Notary Public in and for the jurisdiction aforesaid, personally appeared Richard H. Rubin, known to me (or satisfactorily proven) to be the person whose name is subscribed to the foregoing First Amendment to First Amended and Restated Agreement of Limited Partnership and Certificate of Limited Partnership of LWA Limited Partnership and acknowledged that he executed the same for the purposes therein contained.


IN WITNESS WHEREOF, I have hereunto set my hand and official seal.


  
Notary Public, Maryland

My Commission Expires: SUZANNE M. STODDARD  
NOTARY PUBLIC STATE OF MARYLAND  
My Commission Expires July 1, 1986  
(Notarial Seal)

Witness:  
  


LIMITED PARTNERS WHOSE INTERESTS  
ARE AFFECTED BY THIS AMENDMENT:

  
[SEAL]  
Richard H. Rubin

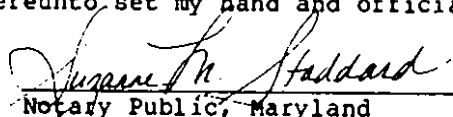
  
[SEAL]  
Robert K. Rubin

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STATE OF MARYLAND,  
COUNTY OF MONTGOMERY, SS:

THIS IS TO CERTIFY that on this 27<sup>th</sup> day of December, 1985, before me the subscriber, a Notary Public in and for the jurisdiction aforesaid, personally appeared Richard H. Rubin and Robert K. Rubin, each being personally well known to me (or satisfactorily proven) to be the persons whose names are subscribed to the foregoing First Amendment to First Amended and Restated Agreement of Limited Partnership and Certificate of Limited Partnership of LWA Limited Partnership and each acknowledged that he executed the same in his capacity as a Limited Partner for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

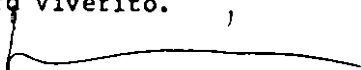
  
Notary Public, Maryland

My Commission Expires:

SUZANNE M. STODDARD  
NOTARY PUBLIC STATE OF MARYLAND  
My Commission Expires July 1, 1986  
(Notarial Seal)

**LIMITED PARTNERS WHOSE INTERESTS ARE  
NOT AFFECTED BY THIS AMENDMENT**

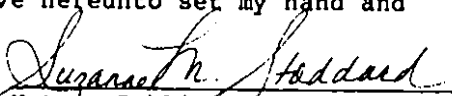
Ralph H. Deckelbaum, Alan Margolius, Irwin Cooperman,  
Steven K. Rubin, Gary K. Rubin, Gerard Viverito.

By   
Richard H. Rubin, Attorney-in-Fact  
Pursuant to Powers of Attorney  
granted by Article 19 of the First  
Amended and Restated Agreement of  
Limited Partnership and Certificate  
of Limited Partnership

STATE OF MARYLAND,  
COUNTY OF MONTGOMERY, SS:

THIS IS TO CERTIFY that on this the 24th day of December,  
1985, before me the subscriber, a Notary Public in and for the  
jurisdiction aforesaid, personally appeared Richard H. Rubin,  
known to me (or satisfactorily proven) to be the person whose name  
is subscribed to the foregoing First Amendment to First Amended  
and Restated Agreement of Limited Partnership and Certificate of  
Limited Partnership of LWA Limited Partnership as Attorney-in-Fact  
for the persons named above and acknowledged that he executed the  
same as such Attorney-in-Fact for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and  
official seal.

  
Notary Public, Maryland  
SUZANNE A. STODDARD  
NOTARY PUBLIC STATE OF MARYLAND  
My Commission Expires July 1, 1986

My Commission Expires:

(Notarial Seal)

SCHEDULE A

<u>Name and Address</u>	<u>Capital Contribution*</u>	<u>Partnership Interest</u>
<u>General Partner</u>		
Richard H. Rubin 9021 Brickyard Road Potomac, Maryland 20854	\$ 100.00	1.00%
<u>Class A Limited Partners</u>		
(To Be Admitted)	\$8,000.00	80.0%
<u>Class B Limited Partners</u>		
Richard H. Rubin 9021 Brickyard Road Potomac, Maryland 20854	\$ 950.00	8.75%
Ralph H. Deckelbaum 6609 Melody Lane Bethesda, Maryland 20817	\$ 250.00	2.50%
Alan Margolius Apartment 203 5400 Nicholson Lane Rockville, Maryland 20852	\$ 170.00	1.70%
Bernard Margolius 3151 Palmaire Drive South Pompano Beach, Florida 33060	\$ 40.00	0.40%
Lilyan Margolius 3151 Palmaire Drive South Pompano Beach, Florida 33060	\$ 40.00	0.40%
Irwin Cooperman 5901 Plain View Road Bethesda, Maryland 20817	\$ 360.00	3.60%
Robert K. Rubin 7240 Swansong Way Bethesda, Maryland 20817	\$ 45.00	1.20%
Steven K. Rubin 9 Laurel Leaf Court Potomac, Maryland 20854	\$ 15.00	.15%
Gary K. Rubin 20 Lake View Road Wayland, Massachusetts 01778	\$ 15.00	.15%
Gerard Viverito 11605 LeHavre Drive Potomac, Maryland 20854	\$ 15.00	.15%

\*Initial Capital Contribution

