

Filing Fee: \$50.00

ID Number: 92346



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

LIMITED PARTNERSHIP

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP**

The undersigned, desiring to amend the Certificate of Limited Partnership under and by virtue of the power conferred by Section 7-13-9 of the General Laws of Rhode Island, 1956, as amended, hereby execute the following Certificate of Amendment to the Certificate of Limited Partnership:

1. The name of the limited partnership is:

Macera/Tower Family Limited Partnership

2. The date of filing of the Certificate of Limited Partnership is November 13, 1996

3. The Certificate of Limited Partnership (as previously amended January 2, 1998)

(List dates of prior amendment(s), if applicable. If none, so state.)

is amended as follows:

[Insert amendment]

(See attached)

FILED

OCT 31 2006

By DA

23-5855

4. This Certificate of Amendment is signed by at least one general partner and, if applicable, by each other general partner designated herein as a new general partner.

Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Amendment to the Certificate of Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: October 30, 2006

Macera/Tower Family Limited Partnership

Print Name of Limited Partnership

By

Jennie Macera

Jennie Macera, General Partner

By

By

By

By

THIRD AMENDMENT

MACERA/TOWER ~~REALTY~~ FAMILY LIMITED PARTNERSHIP

THIS THIRD AMENDMENT (this "Amendment") is made and entered into as of January 4, 1999, by and among the undersigned General Partners and the undersigned Limited Partners of the Macera/Tower ~~Realty~~ Family Limited Partnership, a Rhode Island limited partnership (the "Partnership") who desire to amend as of the 4th day of January, 1999, Schedule A to the Agreement and Certificate of Limited Partnership of the Partnership dated November 4, 1996 (the "Partnership Agreement").

WITNESSETH:

WHEREAS, the undersigned General Partners and Limited Partners (collectively, the "Partners") are all parties to that certain Agreement and Certificate of Limited Partnership dated as of November 4, 1996, as amended by a First Amendment dated January 2, 1997, and by a Second Amendment dated January 2, 1998, (the "Partnership Agreement"); and

WHEREAS, the Partners wish to amend Schedule A of the Partnership Agreement to reflect gifts by Limited Partner, Jennie Macera as follows:

- 1) Jennie Macera 7 ½% to Gerald G. Macera
- 2) Jennie Macera 2 ½ % to Gerald G. Macera, as custodian for Gerald G. Macera Jr., under the Uniform Transfers to Minors Act

NOW THEREFORE, in consideration of the mutual agreements contained herein, the parties hereto hereby agree as follows:

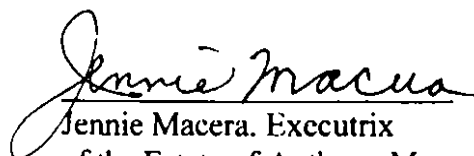
1) As of the date hereof, Schedule A to the Partnership Agreement shall be amended in its entirety as set forth on Exhibit A attached hereto.

2) All of the Partners hereby confirm that such gifts have been made, consent thereto, and agree that Schedule A attached hereto reflects the percentage interests of all the Partners in the Partnership as of January 4, 1999.

3) Except as above amended, the Partnership Agreement remains in full force and effect.

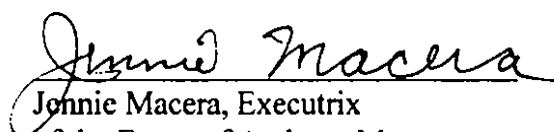
IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the date first above written.

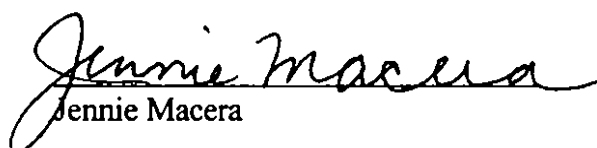
GENERAL PARTNERS:



Jennie Macera, Executrix
of the Estate of Anthony Macera
and as Trustee of the Macera Joint
Revocable Living Trust



Jennie Macera

LIMITED PARTNERS:


Jennie Macera, Executrix
of the Estate of Anthony Macera
and as Trustee of the Macera Joint
Revocable Living Trust


Jennie Macera


Gerald G. Macera


Gerald G. Macera, as custodian
for Gerald G. Macera, Jr. under the
Uniform Transfers to Minors Act.

THIRD AMENDED
SCHEDULE A

GENERAL PARTNERS

CAPITAL
CONTRIBUTIONS

PERCENTAGE
INTEREST

Estate of Anthony Macera
290 Scituate Avenue
Johnston, RI 02919

5%

Jennie Macera
290 Scituate Avenue
Johnston, RI 02919

5%

LIMITED PARTNERS

Estate of Anthony Macera
290 Scituate Avenue
Johnston, RI 02919

25%

Jennie Macera
290 Scituate Avenue
Johnston, RI 02919

15%

Gerald G. Macera
290 Scituate Avenue
Johnston, RI 02919

37 1/2%

Gerald G. Macera, as custodian for Gerald
G. Macera, Jr., under the Uniform Transfers
to Minor Act
290 Scituate Avenue
Johnston, RI 02919

12 1/2 %

As of January 4, 1999