

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 (None))

(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 _____

FIRST AMENDMENT

MACERA/TOWER ~~REALTY~~ FAMILY LIMITED PARTNERSHIP

THIS FIRST AMENDMENT (this "Amendment") is made and entered into as of January 2, 1997, 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 2nd day of January, 1997, Schedule A to the Agreement and Certificate of Limited Partnership of the Partnership dated November 4, 1996 (the "Partnership Agreement").

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

As of the date hereof, Limited Partners, Anthony Macera and Jennie Macera have gifted the following Limited Partnership interests in the Partnership:

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

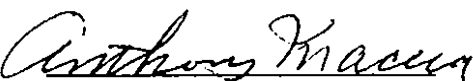
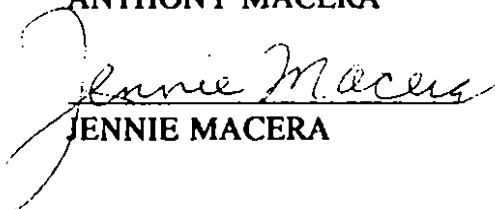
Accordingly, Schedule A attached to this Amendment hereby reflects percentage interests of each of the General Partners and the Limited Partners and all of the parties hereby confirm that such gifts have been made, consent thereto, and agree that Schedule A attached

hereto reflects the percentage interests of all of the Partners in the Partnership as of January 2, 1997.


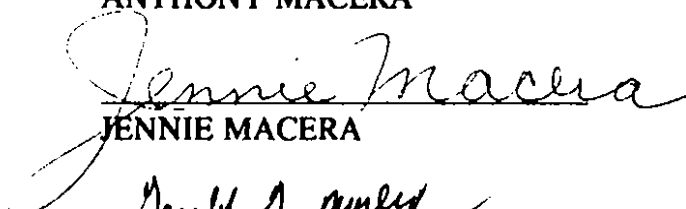
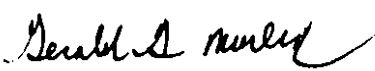

2. Except as above amended, the Partnership Agreement remains in full force and effect.

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

GENERAL PARTNERS:


ANTHONY MACERA

JENNIE MACERA

LIMITED PARTNERS:


ANTHONY MACERA

JENNIE MACERA

GERALD G. MACERA

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

**FIRST AMENDED
SCHEDULE A**

GENERAL PARTNERS

**CAPITAL
CONTRIBUTIONS**

**PERCENTAGE
INTEREST**

Anthony Macera
290 Scituate Avenue
Johnston, RI 02919

5%

Jennie Macera
290 Scituate Avenue
Johnston, RI 02919

5%

LIMITED PARTNERS

Anthony Macera
290 Scituate Avenue
Johnston, RI 02919

35%

Jennie Macera
290 Scituate Avenue
Johnston, RI 02919

35%

Gerald G. Macera
290 Scituate Avenue
Johnston, RI 02919

15%

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

5%

As of January 2, 1997