

State of Rhode Island and Providence Plantations

CERTIFICATE

(LIMITED PARTNERSHIP)

Know all Men by these Presents, That we, RUTH J. PENN; LOUIS SUGARMAN; MAX B. DRESSLER; AMENDED BARRY REALTY TRUST, MITHCELL J. GREB, TRUSTEE; MILTON PIERCE; JAMES B. SIMMONS; SUSAN KUZON; DAVID P. SUGARMAN LAND DEVELOPMENT CO., INC. PENSION PLAN, DAVID P. SUGARMAN, TRUSTEE; and STEPHEN R. LEWINSTEIN 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 solemnly swear that:

FIRST. The name of the partnership shall be
BLACKSTONE BOULEVARD ASSOCIATES

SECOND. The character of the business conducted by the partnership shall be
OWNING, RENTING AND OPERATION OF REAL ESTATE

THIRD. The principal place of business of the partnership shall be located at
STEPHEN R. LEWINSTEIN, 17 Greateon Drive, Providence, RI.
(No. Street, City or Town, State)

FOURTH.	General Partners	Residence (No. Street, City or Town, State.)
	STEPHEN R. LEWINSTEIN, 17 Greateon Drive, Providence, RI	

Limited Partners	Residence (No. Street, City or Town, State.)
------------------	---

See Exhibit "A" attached

are the names and places of residence of all members of the partnership, both general and limited, as respectively designated.

FIFTH. The term of existence of the partnership shall be from
February 20, 1984 to December 30, 2064

SIXTH. The following items listed immediately below shall be the contribution of each limited partner.

Name of Limited Partner	Cash	Property other than Cash	Value
-------------------------	------	--------------------------	-------

See Exhibit "A" attached			
--------------------------	--	--	--

SEVENTH. The items listed immediately below shall be the additional contributions, agreed to be made by each limited partner.

Name of Limited Partner	Cash	Property other than Cash	Value
-------------------------	------	--------------------------	-------

n/a			
-----	--	--	--

and the times at which or the events on the happening of which said contributions shall be made shall be

EIGHTH. The contribution of each limited partner shall be returned upon the earlier of sale or refinancing of the property or upon termination of the partnership.

NINTH. Each limited partner shall, by reason of his contribution, receive 99% of cash distributions until they receive a 7% priority return on capital and then 50.57% of all remaining cash distributions. On sale or refinancing after return of capital, 50% of all cash distributions.

TENTH. Each or any limited partner shall have the right to substitute an assignee as contributor in his place, subject to the following terms and conditions:

n/a			
-----	--	--	--

ELEVENTH. The partners shall not have the right to admit additional limited partners.

TWELFTH. n/a, a limited partner, shall have the right to priority over the other limited partners as to contributions or as to compensation by way of income, and the nature of such priority shall be

THIRTEENTH. Upon the death, retirement or insanity of a general partner, the remaining general partner or partners shall have the right to continue the business.

FOURTEENTH. Any limited partner shall not have the right to demand and receive property other than cash in return for his contribution.

In Testimony Whereof, We have hereunto set our hands and stated our residences this 20th day of July, A.D. 1985.

Name	Residence
Ruth J. Penn by Stephen R. Baumstein, Attorney in Fact	(No. Street, City or Town, State) 16 RAILROAD ROAD, FAIRVIEW, MASS 01701
James Baumstein by Stephen R. Baumstein, Attorney in Fact	28 SCABACEZ LANE, BRISTOL, RI 02809
Max O. Orsander by Stephen R. Baumstein, Attorney in Fact	77 D'AGNICO DRIVE, EAST GREENWICH, RI 02818
Amelia Mary Ruth Faust, Mitchell J. Faust, Trustees by Stephen R. Baumstein, Attorney in Fact	PO BOX 353, NEWTONVILLE, MASS 02460
Milton Pearce by Stephen R. Baumstein, Attorney in Fact	26 WIND ROSE COURT, WARREN, RI 02885
James A. Baumstein by Stephen R. Baumstein, Attorney in Fact	1932 DEERON STREET, WARREN, MASS 02788
James H. Baumstein by Stephen R. Baumstein, Attorney in Fact	84 Liberty Road, Longmeadow, MASS 01106
David P. Baumstein and Margaret C. Baumstein, Trustees by Stephen R. Baumstein, Attorney in Fact	PO BOX 2458, PROVIDENCE, RI 02901
Alan, David P. Baumstein, Trustees by Stephen R. Baumstein, Attorney in Fact	17 GEATON DRIVE, PROVIDENCE, RI 02906
Stephen R. Baumstein	

State of Rhode Island,
County of Providence

In the City
Town

of Providence

in said county, this 20th day of July, A.D. 1985,
then personally appeared before me Stephen R. Baumstein, individually
and as attorney in fact for all other parties

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.


Notary Public.

LIMITED PARTNERSHIP

CERTIFICATE

OF

**BLACKSTONE BOULEVARD
ASSOCIATES**

DEPARTMENT OF STATE
OFFICE OF
SECRETARY OF STATE
PROVIDENCE, R. I.

Rec'd. & Filed FEB 21 1935

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

FEB 21 1935 19

Dr

CP50 50.00
CHK 50.00
0284A001
02/22/85 PAID

EXHIBIT "A"

<u>Shares</u>		<u>Cash</u>
1/2	Ruth J. Penn 16 Michael Road Framingham, MA 01701	\$ 16,250.00
1	Louis Sugarman 28 Sea Breeze Lane Bristol, RI 02809	32,500.00
1	Max B. Dressler 77 D'Agnillo Drive East Greenwich, RI 02818	32,500.00
1	Amended Barry Realty Trust Mitchell J. Greb, Trustee P. O. Box 353 Newtonville, MA 02160	32,500.00
1	Milton Pierce 26 Widlrose Court Warwick, RI 02888	32,500.00
3	James B. Simmons 1932 Beacon Street Waban, MA 02168	97,500.00
1 1/2	Susan Kuzon 84 Ardsley Road Longmeadow, MA 01106	48,750.00
1	David P. Sugarman Land Development Co., Inc. Pension Plan, Inc. David P. Sugarman, Trustee P. O. Box 2458 Providence, RI 02906	32,500.00

I hereby appoint Stephen R. Lewinstein, General Partner of Blackstone Boulevard Associates as my true and lawful attorney, in my name, place and stead, to make, execute, sign, acknowledge and file:

- A. The Certificate of Limited Partnership for Blackstone Boulevard Associates or any certificate or other instrument which may be required to be filed by the Partnership under the laws of the State of Rhode Island including the designation of agents for the service of process;
- B. Any and all amendments or modifications to the Certificate of Limited Partnership; and
- C. All documents which may be required to effectuate the dissolution and termination of the Partnership and cancellation of its Certificate, as amended from time to time.

Amended Blackstone Trust
By: *Mitchell J. Bros. Tr.*

Limited Partner

STATE OF *VIRG.*)
COUNTY OF *Suffolk*) ss

BEFORE ME, the undersigned Notary Public in and for said County and State, personally appeared *MITCHELL J. BROS. TR.*, known to me to be the person(s) whose name is/are subscribed to the foregoing Subscription Agreement who, being duly sworn, acknowledged that he/they signed the same as his/their free act and deed.

Witness, my and official seal this *12th* day of *FEBRUARY*, 1985.

Linda A. Buckel

Notary Public
My commission
EXPIRES 9-29-89

I hereby appoint Stephen R. Lewinstein, General Partner of Blackstone Boulevard Associates as my true and lawful attorney, in my name, place and stead, to make, execute, sign, acknowledge and file:

- A. The Certificate of Limited Partnership for Blackstone Boulevard Associates or any certificate or other instrument which may be required to be filed by the Partnership under the laws of the State of Rhode Island including the designation of agents for the service of process;
- B. Any and all amendments or modifications to the Certificate of Limited Partnership; and
- C. All documents which may be required to effectuate the dissolution and termination of the Partnership and cancellation of its Certificate, as amended from time to time.

x Max B. Dressler
Limited Partner

STATE OF Mass.)
COUNTY OF Suffolk ss

x BEFORE ME, the undersigned Notary Public in and for said County and State, personally appeared Max B. Dressler, known to me to be the person(s) whose name is/are subscribed to the foregoing Subscription Agreement who, being duly sworn, acknowledged that he/they signed the same as his/their free act and deed.

Witness, my and official seal this 19 day of February, 1985.

Rinda A. Berkel
Notary Public
My Commission
EXPIRES 9-29-89

I hereby appoint Stephen R. Lewinstein, General Partner of Blackstone Boulevard Associates as my true and lawful attorney, in my name, place and stead, to make, execute, sign, acknowledge and file:

- A. The Certificate of Limited Partnership for Blackstone Boulevard Associates or any certificate or other instrument which may be required to be filed by the Partnership under the laws of the State of Rhode Island including the designation of agents for the service of process;
- B. Any and all amendments or modifications to the Certificate of Limited Partnership; and
- C. All documents which may be required to effectuate the dissolution and termination of the Partnership and cancellation of its Certificate, as amended from time to time.

x Louis Sugarman
Limited Partner

STATE OF Mass)
COUNTY OF Suffolk) SS

BEFORE ME, the undersigned Notary Public in and for said County and State, personally appeared Louis Sugarman, known to me to be the person(s) whose name is/are subscribed to the foregoing Subscription Agreement who, being duly sworn, acknowledged that he/they signed the same as his/their free act and deed.

Witness, my and official seal this 19 day of February, 1985.

Linda A. Berbel
Notary Public

My commission
expires 9-29-89

I hereby appoint Stephen R. Lewinstein, General Partner of Blackstone Boulevard Associates as my true and lawful attorney, in my name, place and stead, to make, execute, sign, acknowledge and file:

- A. The Certificate of Limited Partnership for Blackstone Boulevard Associates or any certificate or other instrument which may be required to be filed by the Partnership under the laws of the State of Rhode Island including the designation of agents for the service of process;
- B. Any and all amendments or modifications to the Certificate of Limited Partnership; and
- C. All documents which may be required to effectuate the dissolution and termination of the Partnership and cancellation of its Certificate, as amended from time to time.

x Ruth J. Penny
Limited Partner

STATE OF Mass.)

COUNTY OF Suffolk SS

BEFORE ME, the undersigned Notary Public in and for said County and State, personally appeared Ruth Penny, known to me to be the person(s) whose name is/are subscribed to the foregoing Subscription Agreement who, being duly sworn, acknowledged that he/they signed the same as his/their free act and deed.

Witness, my and official seal this 19 day of February, 1985.

Linda A. Berbel
Notary Public

My commission
EXPIRES 9-29-89

I hereby appoint Stephen R. Lewinstein, General Partner of Blackstone Boulevard Associates as my true and lawful attorney, in my name, place and stead, to make, execute, sign, acknowledge and file:

- A. The Certificate of Limited Partnership for Blackstone Boulevard Associates or any certificate or other instrument which may be required to be filed by the Partnership under the laws of the State of Rhode Island including the designation of agents for the service of process;
- B. Any and all amendments or modifications to the Certificate of Limited Partnership; and
- C. All documents which may be required to effectuate the dissolution and termination of the Partnership and cancellation of its Certificate, as amended from time to time.

x James B. Simmons
Limited Partner

STATE OF Massachusetts
COUNTY OF Middlesex) SS

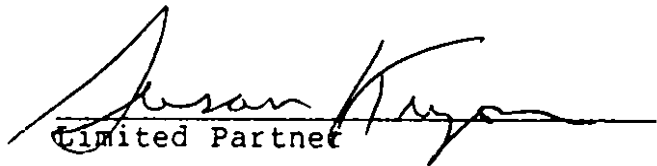
x BEFORE ME, the undersigned Notary Public in and for said County and State, personally appeared James B. Simmons, known to me to be the person(s) whose name is/are subscribed to the foregoing Subscription Agreement who, being duly sworn, acknowledged that he/they signed the same as his/their free act and deed.

Witness, my and official seal this 12th day of February, 1985.

Charles P. Burgess
Notary Public

I hereby appoint Stephen R. Lewinstein, General Partner of Blackstone Boulevard Associates as my true and lawful attorney, in my name, place and stead, to make, execute, sign, acknowledge and file:

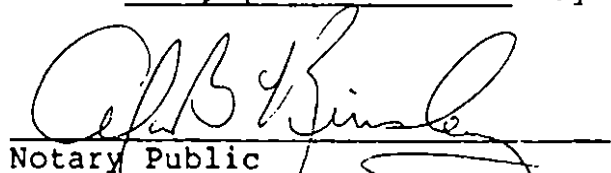
- A. The Certificate of Limited Partnership for Blackstone Boulevard Associates or any certificate or other instrument which may be required to be filed by the Partnership under the laws of the State of Rhode Island including the designation of agents for the service of process;
- B. Any and all amendments or modifications to the Certificate of Limited Partnership; and
- C. All documents which may be required to effectuate the dissolution and termination of the Partnership and cancellation of its Certificate, as amended from time to time.


Limited Partner

STATE OF Massachusetts,
COUNTY OF Suffolk , ss

BEFORE ME, the undersigned Notary Public in and for said County and State, personally appeared SUSAN KUZON, known to me to be the person(s) whose name is/are subscribed to the foregoing Subscription Agreement who, being duly sworn, acknowledged that he/they signed the same as his/their free act and deed.

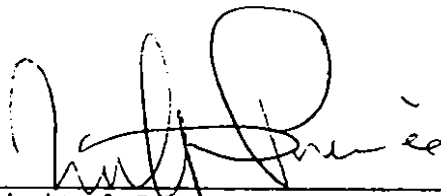
Witness, my and official seal this 19th day of February, 1985.


Notary Public

My Commission Expires 11-08-90

I hereby appoint Stephen R. Lewinstein, General Partner of Blackstone Boulevard Associates as my true and lawful attorney, in my name, place and stead, to make, execute, sign, acknowledge and file:

- A. The Certificate of Limited Partnership for Blackstone Boulevard Associates or any certificate or other instrument which may be required to be filed by the Partnership under the laws of the State of Rhode Island including the designation of agents for the service of process;
- B. Any and all amendments or modifications to the Certificate of Limited Partnership; and
- C. All documents which may be required to effectuate the dissolution and termination of the Partnership and cancellation of its Certificate, as amended from time to time.

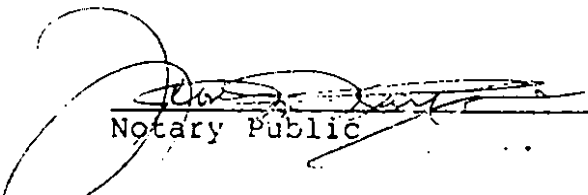
x 

Limited Partner

STATE OF Rhode Island)
COUNTY OF Providence) ss

BEFORE ME, the undersigned Notary Public in and for said County and State, personally appeared Milton P..., known to me to be the person(s) whose name is/are subscribed to the foregoing Subscription Agreement who, being duly sworn, acknowledged that he/they signed the same as his/their free act and deed.

Witness, my and official seal this 14 day of Feb, 1985.



Notary Public

I hereby appoint Stephen R. Lewinstein, General Partner of Blackstone Boulevard Associates as my true and lawful attorney, in my name, place and stead, to make, execute, sign, acknowledge and file:

- A. The Certificate of Limited Partnership for Blackstone Boulevard Associates or any certificate or other instrument which may be required to be filed by the Partnership under the laws of the State of Rhode Island including the designation of agents for the service of process;
- B. Any and all amendments or modifications to the Certificate of Limited Partnership; and
- C. All documents which may be required to effectuate the dissolution and termination of the Partnership and cancellation of its Certificate, as amended from time to time.

*David P. Sugarman Land Development
Co., Inc. Pension Plan
David P. Sugarman, Trustee*

Limited Partner

STATE OF Massachusetts
COUNTY OF Suffolk) ^{SS}

BEFORE ME, the undersigned Notary Public in and for said County and State, personally appeared DAVID P. SUGARMAN,
TRUSTEE, known to me to be the person(s) whose name is/are subscribed to the foregoing Subscription Agreement who, being duly sworn, acknowledged that he/they signed the same as his/their free act and deed.

Witness, my and official seal this 19th day
of February, 1985.

[Signature]

Notary Public

My Commission Expires 11-09-90