

FOURTH AMENDMENT
TO
AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP
OF
GAUDREAU PROPERTY PARTNERS II

Pursuant to the provisions of Section 7-13-26, General Laws of Rhode Island, 1956, as amended, the undersigned General and Limited Partners of Gaudreau Property Partners II, a Rhode Island limited partnership (the "Partnership"), hereby adopt the following Fourth Amendment to the Agreement and Certificate of Limited Partnership and do hereby solemnly swear as follows:

W I T N E S S E T H:

In order to provide for the withdrawal of Frank Zammiello, as a Limited Partner, and to provide for the admission of Robert R. Gaudreau, as a Substitute Limited Partner with respect to Frank Zammiello's interests in the Partnership, the General and Limited Partners of the Partnership do hereby adopt the following Amendment to the Partnership's Agreement and Certificate of Limited Partnership:

1. Schedule A to the Amended and Restated Limited Partnership Agreement of Gaudreau Property Partners II which is annexed as Exhibit A to the First Amendment to Certificate of Limited Partnership of Gaudreau Property Partners II dated as of January 1, 1981, is hereby amended to read as set forth on Schedule A attached hereto and made part hereof.

2. Except as modified herein, the Certificate of Limited Partnership, as filed with the Secretary of State of Rhode Island and as heretofore amended is hereby ratified, confirmed and approved.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals as of the day of December, 1985.

GENERAL PARTNERS



Robert R. Gaudreau

GAUDREAU & CO., INC.

By 

Robert R. Gaudreau,
President

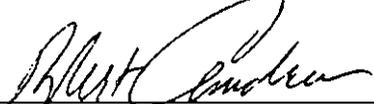
LIMITED PARTNERS

Leonard Rumpler
Ronald Bates
Edward J. Bertozzi, Jr.
Alfred S. Lombardi
Paul J. Sincero
Dr. Raymond George
Matthew F. Medeiros
Anthony T. Sucolo
Robert Gaudreau
George J. Sadue
David C. Isenberg
Dr. Michael Faella
Robert Kingsbury
James Brown
Kenneth W. Washburn
Ernest Agresti
E. Colby Cameron
John Turchetta, M.D.
William H. Joslin, Jr.
Mrs. F. Barbara Joslin
Ms. Emmie Esposito

Robert E. Lindemann, Jr.
Sylvester A. Tuohy
Joseph H. Markel
Anthony J. Montalbano
Mary R. and Frank Sposato
Lewis J. Nulman
Charles P. O'Donnell
Kenneth A. Nulman
Richard W. Billing
Nicholas J. Lamoriejlo

By 
Robert R. Gaudreau, the
attorney-in-fact for each of
the above-named limited
partners

WITHDRAWING LIMITED PARTNER

By 
Robert R. Gaudreau, the
attorney-in-fact for Frank
Zammiello

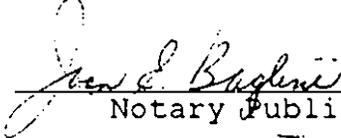
SUBSTITUTE LIMITED PARTNER


Robert R. Gaudreau

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

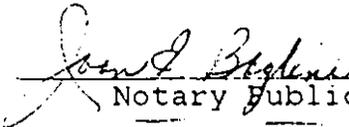
In Providence of this 30th day of December, 1985, before me personally appeared Robert R. Gaudreau, individually and in his capacity as the President of Gaudreau & Co., Inc., to me known and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument by him executed to be

his free act and deed individually and the free act and deed of Gaudreau & Co., Inc.


Notary Public
JOAN E. BAGLINI
My Commission Expires June 30, 1986

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence on this 30th day of December, 1985, before me personally appeared Robert R. Gaudreau, to me known and known by me to be the person executing the foregoing instrument as Attorney-in-Fact for Leonard Rumpler, Ronald Bates, Edward J. Bertozzi, Jr., Alfred S. Lombardi, Paul J. Sincero, Dr. Raymond George, Matthew F. Medeiros, Anthony T. Bucolo, Nicholas J. Lamoriello, George J. Sadue, David C. Isenberg, Dr. Michael Faella, Robert Kingsbury, James Brown, Kenneth W. Washburn, Ernest Agresti, E. Colby Cameron, John Turchetta, M.D., William H. Joslin, Jr., Mrs. F. Barbara Joslin, Ms. Emmie Esposito, Robert E. Lindemann, Jr., Sylvester A. Tuohy, Joseph H. Markel, Anthony J. Montalbano, Mary R. and Frank Sposato, Lewis J. Nulman, Charles P. O'Donnell, Kenneth A. Nulman and Richard W. Billings and he acknowledged said instrument by him executed to be his free act and deed and his free act and deed in said capacity.


Notary Public
JOAN E. BAGLINI
My Commission Expires June 30, 1986

STATE OF RHODE ISLAND
COUNTY OF Providence

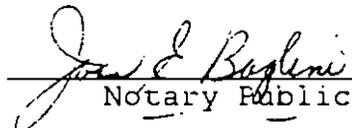
In Providence on this 30th day of December, 1985 before me personally appeared, Robert R. Gaudreau, to me known and known by me to be the person executing the foregoing instrument as attorney-in-fact for Frank Zammiello and he acknowledged said instrument by him executed to be his free act and deed and his free act and deed in said capacity.



Notary Public
JOAN E. BAGLINI
My Commission Expires June 30, 1986

STATE OF RHODE ISLAND
COUNTY OF Providence

In Providence on this 30th day of December, 1985 before me personally appeared Robert R. Gaudreau, to me known and known by me to be the person executing the foregoing instrument and he acknowledged said instrument by him executed to be his free act and deed.



Notary Public
JOAN E. BAGLINI
My Commission Expires June 30, 1986

SCHEDULE A

TO

GAUDREAU PROPERTY PARTNERS II

<u>General Partners</u>	<u>Agreed Capital Contribution</u>
Robert R. Gaudreau Three Iron Forge Road Lincoln, Rhode Island 02865	\$ 10.00
Gaudreau & Co., Inc. 2401 Hospital Trust Tower Providence, Rhode Island 02903	\$ 10.00
 <u>Limited Partners</u>	
Leonard Rumpler 40 Adams Point Road Barrington, Rhode Island 02806	\$64,025.00
Ruth Lee 132 Lindell Street Leominster, Massachusetts 01453	\$64,025.00
Edward J. Bertozzi, Jr. 2700 Hospital Trust Tower Providence, Rhode Island 02903	\$32,012.50
Alfred S. Lombardi 55 Sunset Drive East Greenwich, Rhode Island 02818	\$32,012.50
Paul J. Sincero 70 Nobel Street Seekonk, Massachusetts 02771	\$64,025.00
Dr. Raymond George 869 Broadway East Providence, Rhode Island 02914	\$64,025.00
Matthew F. Medeiros Three Karen Drive Barrington, Rhode Island 02806	\$32,012.50
Anthony T. Bucolo Waites Wharf Newport, Rhode Island 02840	\$64,025.00

Robert R. Gaudreau 2400 Hospital Trust Tower Providence, Rhode Island 02903	\$112,043.75
George J. Sadue Five Apple Blossom Lane RR4-Box 3660 Coventry, Rhode Island 02816	\$64,025.00
Ronald Bates 179 Wayland Avenue Providence, Rhode Island	\$64,025.00
David C. Isenberg 42 Eames Street Providence, Rhode Island 02906	\$32,012.50
Dr. Michael Faella 988 Centerville Road Warwick, Rhode Island	\$64,025.00
Robert Kingsbury 115 Emeline Street Providence, Rhode Island	\$16,006.25
James Brown 149 President Avenue Providence, Rhode Island	\$64,025.00
Kenneth W. Washburn 295 Laurel Avenue Providence, Rhode Island 02906	\$32,012.50
Ernest Agresti 2700 Hospital Trust Tower Providence, Rhode Island 02903	\$32,012.50
E. Colby Cameron 2401 Hospital Trust Tower Providence, Rhode Island 02903	\$32,012.50
John Turchetta, M.D. 550 Love Lane East Greenwich, Rhode Island 02818	\$64,025.00

William H. Joslin, Jr. 102 Prospect Street Providence, Rhode Island 02906	\$32,012.50
Mrs. F. Barbara Joslin 102 Prospect Street Providence, Rhode Island 02906	\$32,012.50
Ms. Emmie Esposito 574 Elmgrove Avenue Providence, Rhode Island 02906	\$64,025.00
Robert E. Lindemann, Jr. 36 Azalea Court Warwick, Rhode Island 02818	\$64,025.00
Sylvester A. Tuohy 495 Rustic Road Oradell, New Jersey 07649	\$32,012.50
Joseph H. Markel 36 Elmway Street Providence, Rhode Island 02906	\$32,012.50
Anthony J. Montalbano 119 Francis Avenue Pawtucket, Rhode Island	\$32,012.50
Mary R. and Frank Sposato 74 East Avenue Westerly, Rhode Island	\$32,012.50
Lewis J. Nulman 2 Linden Drive Providence, Rhode Island 02906	\$32,012.50
Charles F. O'Donnell 46 Cooke Street Providence, Rhode Island 02906	\$64,025.00
Kenneth A. Nulman 38 Cooke Street Providence, Rhode Island 02906	\$32 012.50
Richard W. Billings 1825 Wampanoag Trail Barrington, Rhode Island 02806	\$64,025.00
Nicholas J. Lamoriello 3 Lord Foxx Run Lincoln, Rhode Island 02865	\$32,012.50

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