

Filing Fee: \$50.00



19447

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND
02903-1335

CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP

Be it Known to All by these Presents, That we, the undersigned, of WE THE PEOPLE
ASSOCIATES

desiring to amend the Certificate of said partnership, under and by virtue of the power conferred by
Chapter 7-13-9 of the General Laws of Rhode Island hereby execute the following Certificate of
Amendment to its Certificate of Limited Partnership.

FIRST. The name of the Limited Partnership is WE THE PEOPLE ASSOCIATES

SECOND. The date of the filing of the Certificate of Limited Partnership is

February 25, 1980

THIRD. The Certificate of Limited Partnership (as amended on April 15, 1988,

December 4, 1996 and again on December 4, 1996),

(List all dates of amendment or omit if not applicable)

is amended as follows:

(Insert amendment)

To restate the purposes of the Partnership and to replace the Limited Partners
as reflected on Schedule A attached hereto and made a part hereof.

FILED

JUL 17 1997

By OCT 16 3
188083

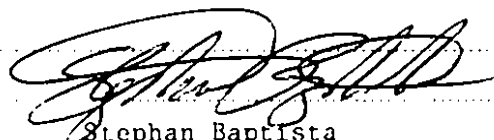
In Testimony Whereof, We have hereunto set our hands and stated our residences this.....
30th day of June A.D. 1997

Signature (s) of at least one general partner and by each other general partner(s) designated as a new general partner (s).



Howard Baptista
(General Partner)

5 Ocean Street
New Bedford, MA 02740



Stephan Baptista
(General Partner)

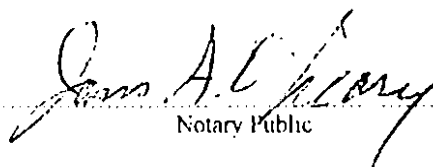
280 North Street
New Bedford, MA 02740

State of Rhode Island

} Sc

County of Providence

At Providence in said county on the 30th day of June 1997, before me personally appeared Howard Baptista and Stephan Baptista, who being by me first duly sworn, declared that ^{they are} ~~he/she is~~ the General Partners of We The People Associates, that ^{they} ~~he/she~~ signed the foregoing document as such General Partners of the ^{Partnership} ~~corporation~~ and that the statements therein are true.



Notary Public

SCHEDULE A

WE THE PEOPLE ASSOCIATES

Name and Address of Partners

GENERAL PARTNERS:

Howard Baptista
5 Ocean Street
New Bedford, MA 02740

Stephan Baptista
280 North Street
New Bedford, MA 02740

INVESTOR LIMITED PARTNER:

FIRST PARTNERS CORPORATE
LIMITED PARTNERSHIP
400 Commonwealth Avenue
Boston, MA 02215

SPECIAL LIMITED PARTNER:

FPLP, INC.
400 Commonwealth Avenue
Boston, MA 02215