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SECOND AMENDMENT TO THE AMENDED AND  
RESTATEd CERTIFICATE AND AGREEMENT OF  
LIMITED PARTNERSHIP OF  
THE GATEWAY LIMITED PARTNERSHIP

This Second Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership of the Gateway Limited Partnership (the "Partnership") dated as of October 2, 1995 is made and entered into by Van Hlew Development Corporation, a Rhode Island corporation (the "General Partner").

**BACKGROUND**

On October 30, 1986, a Certificate and Agreement of Limited Partnership of the Partnership was filed with the Secretary of State of the State of Rhode Island, whereby Van Hlew Development Corporation as General Partner and Jeffere F. Van Hlew as Initial Limited Partner, formed a limited partnership pursuant to Rhode Island law.

On June 18, 1987, a First Amendment to the Certificate and Agreement of Limited Partnership of the Partnership was filed with the Secretary of State of the State of Rhode Island pursuant to which the name of the Partnership was change from Tower Triangle Limited Partnership to the Gateway Limited Partnership, and the terms and provisions governing the Partnership were ratified and confirmed in their entirety.

On November 3, 1987, an Amended and Restated Certificate and Agreement of Limited Partnership was filed with Secretary of State of the State of Rhode Island, whereby Jeffere F. Van Hlew withdrew as Initial Limited Partner, certain additional limited partners were admitted to the Partnership, and the terms and provisions governing the Partnership were amended and restated in their entirety.

On December 31, 1987, a First Amendment to the Amended and Restated Certificate of Limited Partnership of The Gateway Limited Partnership was filed with the Secretary of State of the State of Rhode Island in order to admit certain additional limited partners and to make certain other changes in said Agreement.

**FILED**

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The General Partner now wishes to admit an additional general partner as permitted by Section 5.02 B (i) of the Agreement. The consent of the majority of the Partnership's Limited Partners to admit an additional general partner has been obtained as required by the Agreement.

This Second Amendment to the Amended and Restated Certificate and Agreement of Limited Partnership has been duly executed and is being filed in accordance with Section 7-13-9 of the Rhode Island Uniform Limited Partnership Act, as amended or supplemented from time to time.

NOW, THEREFORE, in consideration of the mutual covenants herein contained, and intending to be legally bound hereby, the parties hereto agree as follows:

1. Section 3.01 of the Agreement shall be amended to read as follows:

The General Partners of the Partnership shall be Van Hef Development Corporation, a Rhode Island corporation, having its place of business at 1350 Nasa Road One, Suite 116, Houston, Texas 77058 and The Gateway GP, Inc., a Rhode Island corporation, having its business address at 1272 West Main Road, Middletown, Rhode Island 02842.

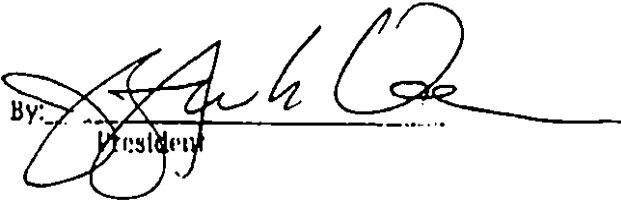
2. Any obligations set forth in the Agreement relating to the General Partners that were to have been performed prior to the date hereof, shall not apply to The Gateway GP, Inc., which shall only be responsible and liable for obligations accruing on and after the date hereof. By its signature below, Van Hef Development Corporation agrees to indemnify and hold harmless The Gateway GP, Inc. for any actions, omissions or commissions of Van Hef Development Corporation as General Partner of the Partnership which have accrued prior to the date hereof.

3. By its signature below, The Gateway GP, Inc. accepts its appointment as additional General Partner of the Partnership and agrees to perform its obligations contained in the Agreement applicable to the General Partner which accrue on and after the date hereof.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first above written.

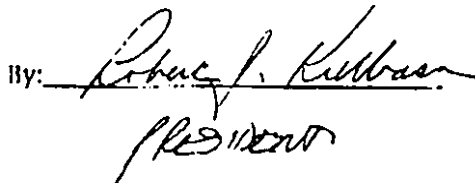
GENERAL PARTNER:

VAN LIEW DEVELOPMENT CORPORATION

BY:   
President

GENERAL PARTNER:

THE GATEWAY GP, INC.

BY:   
President

STATE OF New York  
COUNTY OF Suffolk

In Smithtown on this 26<sup>th</sup> day of October, 1995, before me personally appeared Jeffere E. Van Nieu, to me known and known by me to be the party executing the foregoing instrument individually and in his capacity as President of Van Nieu Development Corporation, and he acknowledged said instrument by him executed to be his free act and deed in each of said capacities and the free act and deed of said corporation.

**L. BETH TRAMONTANA**  
Notary Public, State of New York  
No. 5001087 Suffolk County  
Term Expires Aug. 31, 1996

L. Beth Tramontana  
Notary Public  
My Commission Expires: Aug 31, 1996

STATE OF RHODE ISLAND

COUNTY OF Newport

In Middletown on this 5 day of October, 1995, before me personally appeared Robert J. Kielbasa, to me known and known by me to be the party executing the foregoing instrument individually and in his capacity as President of The Gateway General Partners, Inc., and he acknowledged said instrument by him executed to be his free act and deed in each of said capacities and the free act and deed of said corporation.

Cara E. Saccucci  
Notary Public  
My Commission Expires: July 97