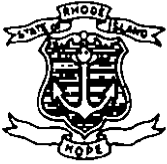


Filing Fee: \$100.00

ID Number: 29548



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED PARTNERSHIP

CERTIFICATE OF LIMITED PARTNERSHIP
(To Be Filed In Duplicate Original)

The undersigned, desiring to form a limited partnership under and by virtue of the powers conferred by Section 7-13-8 of the General Laws, 1956, as amended, do execute the following Certificate of Limited Partnership:

1. The name of the limited partnership shall be:

Smith Hill Visions Limited Partnership

(The name must contain the words "limited partnership" or the letters and punctuation "L.P.")

2. The address of the specified office in this state where the records of the limited partnership shall be kept is:

47 Goddard Street, Providence, Rhode Island 02908

3. The name and address of the specified agent for service of process is Drew P. Kaplan

(Name of Agent)

One Park Row, Suite 300,

Providence

RI 02903

(Street Address, not P.O. Box)

(City/Town)

(Zip Code)

4. The name and business address of each general partner is:

General Partner

Business Address

Smith Hill Visions Development

47 Goddard Street, Providence, Rhode Island 02908

Corporation

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STATE OF RHODE ISLAND
CORPORATIONS DIVISION
JAN 23 11 46 AM '03

5. The mailing address for the limited partnership is 47 Goddard Street

(Street Address)

Providence

Rhode Island

02908

(City/Town)

(State)

(Zip Code)

FILED

JAN 23 2003

By BMF
311714

6. Any other matters the partners determine to include herein:

None

(If additional space is required, please list on separate attachment.)

Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

Smith Hill Visions Development Corporation

Date: January 23, 2003

By

By

By

By

By

Signature(s) of all general partners named herein