STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP OF
HILLSIDE ASSOCIATES, l.p.

KNOW ALL PERSONS BY THESE PRESENTS that, pursuant to the provisions of Section 7-13-9 of Rhode Island General Laws, 1956 (1985 Reenactment), as amended, (the "R.I.G.L.") the undersigned, as the general partners of Hillside Associates, l.p., a Rhode Island limited partnership (the "Partnership"), desire to amend and restate the Agreement and Certificate of Limited Partnership of the Partnership which was filed on July 13, 1989 (the "Certificate") with the Secretary of State of Rhode Island pursuant to Section 7-13-8 of the R.I.G.L.

The undersigned, as the general partners of the Partnership, hereby amend and restate the Certificate in its entirety to read as follows:

I.   The name of the Partnership is:

     Hillside Associates, l.p.-

II. The address of the office required to be maintained in the State of Rhode Island by Section 7-13-4 is:

     1910 Smith Street
     North Providence, Rhode Island 02911

III. The name and address of the agent for service of process required to be maintained by Section 7-13-4 is:

     Vincent J. Mesolella, Jr.
     1910 Smith Street
     North Providence, Rhode Island 02911

IV. The names and business addresses of the general partners of the Partnership are:

     Vincent J. Mesolella, Jr.
     1910 Smith Street
     North Providence, Rhode Island 02911

     Vincent Mesolella
     1910 Smith Street
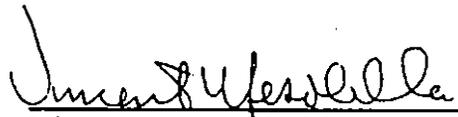   North Providence, Rhode Island 02911

V. The mailing address of the Partnership is:

1910 Smith Street
North Providence, Rhode Island 02911

VI. The latest date upon which the Partnership is to be dissolved shall be:

December 31, 2040.

IN WITNESS WHEREOF, the undersigned have caused this Amended and Restated Certificate of Limited Partnership to be executed this 15th day of January, 1991.

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Vincent Mesolella, General Partner

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Vincent J. Mesolella, Jr., General Partner

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