

AMENDMENT TO THE CERTIFICATE OF  
LIMITED PARTNERSHIP  
OF D'EVAN MANOR ASSOCIATES  
a Rhode Island limited partnership

The undersigned, previously having formed a Limited Partnership under the name D'EVAN MANOR ASSOCIATES (the "Limited Partnership"), hereby certify, pursuant to R.I. Gen. Laws 1956 (1986 Reenactment) Section 7-13-9, as amended, that:

A. The name of the Limited Partnership is D'EVAN MANOR ASSOCIATES.

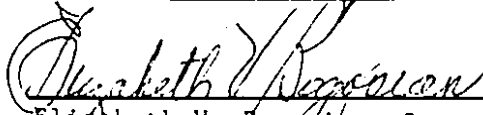
B. The original Certificate of Limited Partnership was filed with the Secretary of State of the State of Rhode Island (the "Filing Office") on August 24, 1978.

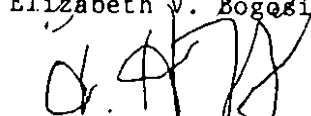
C. The Certificate of Limited Partnership of the Limited Partnership (the "Certificate") hereby is amended in the following respects:

1. The Schedule attached to the Certificate hereby is amended to (a) delete therefrom the name and address of R. Bruce LeBlanc and Barbara A. LeBlanc, Joint Tenants, and (b) insert the names and business addresses of R. Bruce LeBlanc, Individual and Barbara A. Yerger, Individual as Substitute Limited Partners each holding a  $\frac{1}{2}$  Unit of interest in the Limited Partnership. The Substitute Limited Partners shall have all of the rights and obligations of Limited Partners of the Limited Partnership.

2. The Certificate, as amended hereby, is ratified, approved and confirmed in all respects.

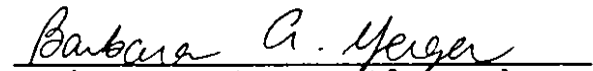
Dated as of the 11<sup>th</sup> day of February, 1991.

  
Elizabeth V. Bogosian, General Partner

  
James H. Woioohojian, General  
Partner and Attorney-in-Fact for  
the Limited Partners listed on  
the Schedule to the Certificate,  
as amended

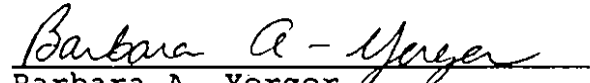
ASSIGNING LIMITED PARTNERS

  
R. Bruce LeBlanc

  
Barbara A. Yerger (formerly,  
Barbara A. LeBlanc)

SUBSTITUTE LIMITED PARTNERS

  
R. Bruce LeBlanc

  
Barbara A. Yerger

YONDA:CO092000-CP3 February 6, 1991 R3

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Rec'd & Filed MAR 15 1991