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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
Second Amendment of Certificate of Limited Partnership

PONTIAC ASSOCIATES

K N O W A L L M E N B Y T H E S E P R E S E N T S T H A T:

The undersigned, being all of the general and limited partners of PONTIAC ASSOCIATES and desiring to amend the Certificate of Limited Partnership of said PONTIAC ASSOCIATES filed in the Office of the Secretary of State of Rhode Island on April 21, 1970, together with the First Amendment thereto filed in the Office of the Secretary of State of Rhode Island (hereinafter collectively referred to as the "Certificate") do solemnly swear that:

1. Article FOURTH of the Certificate is amended to read in its entirety as follows:

"FOURTH.

General Partners

Residence

RONALD R. S. PICERNE	130 Greening Lane, Cranston, RI (formerly Romeo S. Picerne, Jr.)
JOHN R. PICERNE	90 East Hill Drive, Cranston, RI

Limited Partner

Residence

RONALD R. S. PICERNE	130 Greening Lane, Cranston, RI
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are the names and places of residences of all members of the partnership, both general and limited, as respectively designated."

2. Article SIXTH of the Certificate is amended to read as follows:

"SIXTH. The following items listed immediately below shall be the contribution of each limited partner.

<u>Name of limited Partner</u>	<u>Cash</u>	<u>Property other than cash</u>
RONALD R. S. PICERNE	\$0	Mr. Picerne acquired his limited partnership from WESTMINSTER PROPERTIES, INC. As assignee, Mr. Picerne is not required to make any additional contribution to the partnership."

3. Article NINTH of the Certificate is amended to read in its entirety as follows:

"NINTH. Each limited partner shall, by reason of his contribution, receive the following percentage of the partnership profits and losses:

RONALD R. S. PICERNE - 50%"

IN WITNESS WHEREOF, we have hereunto set our hands and stated our residences as of the 29th day of September, 1982.

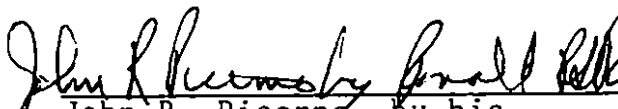
Name

Residence

General Partners:

  
RONALD R. S. PICERNE

130 Greening Lane  
Cranston, Rhode Island

  
John R. Picerne, by his  
attorney-in-fact, Ronald R.S.  
Picerne

~~90 East Hill Drive~~  
Cranston, Rhode Island

Limited Partner:

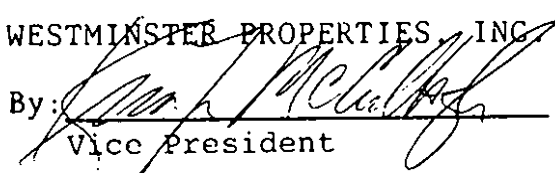
  
RONALD R. S. PICERNE

130 Greening Land  
Cranston, Rhode Island

Assigning Limited Partner

WESTMINSTER PROPERTIES, INC


By:

  
Vice President

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

In Providence, in said County, this ~~29th~~ day of September, 1982, there personally appeared before me Ronald R.S. Picerne, to me known and known to be to be the party executing the foregoing instrument as an individual and as attorney-in-fact

for John R. Picerne and he acknowledged said instrument by him  
executed to be his free act and deed and his free act and deed  
as said attorney-in-fact.

  
\_\_\_\_\_  
Notary Public

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

In Providence, in said County, this ~~21~~<sup>24</sup> day of September,  
1982, there personally appeared before me Kevin J. McCullagh,  
to me known and known by me to be the party executing the  
foregoing instrument, individually and in his capacity  
as Vice President of Westminster Properties, Inc., and he  
acknowledged said instrument by him executed to be his free act  
and deed, and the free act and deed of Westminster Properties,  
Inc.

  
\_\_\_\_\_  
Notary Public

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SEP 30 1982

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