



Filing Fee: \$50.00

ID Number: 49779



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

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

**CERTIFICATE OF AMENDMENT TO  
CERTIFICATE OF LIMITED PARTNERSHIP**

The undersigned, desiring to amend the Certificate of Limited Partnership under and by virtue of the power conferred by Section 7-13-9 of the General Laws, 1956, as amended, hereby execute the following Certificate of Amendment to the Certificate of Limited Partnership:

1. The name of the limited partnership is:

MPA Associates Limited Partnership

2. The date of filing of the Certificate of Limited Partnership is December 23, 1985

3. The Certificate of Limited Partnership (as previously amended on 12/23/85; 12/31/85; 1/31/86; 2/28/86; 3/14/86;  
*(List dates of prior amendment(s), if applicable. If none, so state.)*  
4/16/86; 5/15/86; 8/29/86; 9/15/86; 12/30/88; 1/22/90  
is amended as follows:

**(Insert amendment)**

See Exhibit A attached hereto and made a part hereof.

NOV 03 1985  
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SECRETARY OF STATE  
CORPORATIONS DIV.

**FILED**  
NOV 03 1999  
By CC# 43 293185

4. This Certificate of Amendment is signed by at least one general partner and, if applicable, by each other general partner designated herein as a new general partner.

Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Amendment to the Certificate of Limited Partnership and that all statements contained herein are true and correct.

Dated: \_\_\_\_\_  
As of January 1, 1999

MPA Associates Limited Partnership

\_\_\_\_\_  
(Name of Limited Partnership)

By \_\_\_\_\_  
Picerno Investment Corporation, General Partner

By \_\_\_\_\_, EVP

By \_\_\_\_\_

By \_\_\_\_\_

By \_\_\_\_\_

EXHIBIT A

AMENDMENT TO THE FIRST AMENDED AND RESTATED  
AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF  
MPA ASSOCIATES LIMITED PARTNERSHIP

The undersigned, previously having formed a Rhode Island limited partnership under the name MPA Associates Limited Partnership (the "Partnership"), hereby state that:

A. The name of the Partnership is MPA Associates Limited Partnership.

B. The original Agreement and Certificate of Limited Partnership was executed on June 3, 1985 and filed with the Secretary of State of Rhode Island (the "Filing Office") on December 23, 1985, as amended by a First Amended and Restated Agreement and Certificate of Limited Partnership executed on December 1, 1985 and filed with the Filing Office on December 31, 1985, as amended by Amendment One to the First Amended and Restated Agreement and Certificate of Limited Partnership executed on January 16, 1986 and filed with the Filing Office on January 31, 1986, as amended by Amendment Two to the First Amended and Restated Agreement and Certificate of Limited Partnership executed on February 28, 1986 and filed with the Filing Office on February 28, 1986, as amended by Amendment Three to the First Amended and Restated Agreement and Certificate of Limited Partnership executed on March 14, 1986 and filed with the Filing Office on March 14, 1986, as amended by Amendment Four to the First Amended and Restated Agreement and Certificate of Limited Partnership executed on April 15, 1986 and filed with the Filing Office on April 16, 1986, as amended by Amendment Five to the First Amended and Restated Agreement and Certificate of Limited Partnership executed on May 15, 1986 and filed with the Filing Office on May 15, 1986, as amended by Amendment Six to the First Amended and Restated Agreement and Certificate of Limited Partnership executed on August 29, 1986 and filed with the Filing Office on August 29, 1986 as amended by Amendment Seven to the First Amended and Restated Agreement and Certificate of Limited partnership executed on September 15, 1986 and filed with the Filing Office on September 15, 1986, as amended by Amendment Eight to the First Amended and Restated Agreement and Certificate of Limited Partnership executed on December 30, 1988 and filed with the Filing Office on December 30, 1988, and as amended by an Amendment to the First Amended and Restated Agreement and Certificate of Limited Partnership executed as of January 1, 1996 and filed with the Filing Office on January 22, 1996 (collectively, the "Agreement").

C. Pursuant to an Assignment and Assumption Agreement dated as of January 1, 1999, the Estate of Sidney S. Goldstein ("Assignor") assigned to the Sidney S. Goldstein Declaration of Trust dated 6/18/90, ("Assignee") all of its right, title, and interest in the Partnership (the "Assigned Interest"), and Assignee assumed all of the obligations of Assignor under the Agreement with respect to the Assigned Interest.

The purposes of this Amendment to the Partnership Agreement are (i) to reflect the withdrawal of Assignor as a Limited Partner with respect to the Assigned Interest, and (ii) refelect the admission of Assignee as a Substitute Limited Partner under the Agreement.

Capitalized terms used herein and not defined shall have the meanings ascribed to them in the Agreement, as amended.

NOW, THEREFORE, it is hereby agreed as follows:

1. The Schedule attached to the Agreement is amended to (a) delete therefrom the name of Assignor, and (b) insert the name of Sidney S. Goldstein Declaration of Trust dated 6/18/90 as substitute therefor holding a 6.6% interest as a Limited Partner of the Partnership.

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

This Amendment is dated as of the 1<sup>st</sup> day of January, 1999.

GENERAL PARTNER:

PICERNE INVESTMENT CORPORATION

By:   
Title: Executive Vice President

INVESTOR LIMITED PARTNERS (Listed on Schedule A to the Agreement, as amended):

By: PICERNE INVESTMENT CORPORATION,  
as Attorney-in-Fact

By:   
Title: Executive Vice President