

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

EIGHTH AMENDMENT TO

CERTIFICATE OF LIMITED PARTNERSHIP

OF

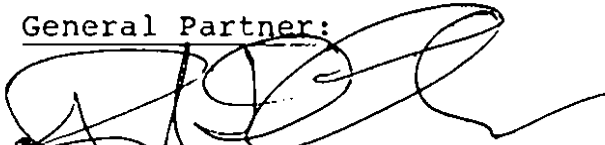
HILLSIDE TERRACE ASSOCIATES

KNOW ALL MEN BY THESE PRESENTS, that we, RICHARD D. COHEN, as General Partner, and CHARLES C. JOHNSTON, CHARLES V. RUBIN, C. THEODORE WHITLEY, HERBERT WHITLEY, HAROLD D. PRICE, NORMAN W. BARRON, JOHN E. MURRAY, JR., EARLE H. ROSENBERG, and KENNETH M. SUSSMAN as Class A Limited Partners, and ERNEST CLIVIO as Withdrawing Class A Limited Partner, desiring to amend a Certificate of Limited Partnership filed October 9, 1973, as amended by filings on December 31, 1973, March 21, 1974, July 5, 1978, December 13, 1978, January 5, 1979 and October 22, 1980, be virtue of the powers conferred by Chapter 7-13 of the General Laws of Rhode Island, do solemnly swear that:

The Purpose of this Amendment is to provide for the withdrawal of Ernest Clivio as a Class A Limited Partner and to reflect the admission of Janet Senna as a substituted Class A Limited Partner in his place. Therefore said Certificate as amended is hereby further amended by substituting for the Schedule A that was attached to the Amended Limited Partnership Agreement referred to in said Certificate as amended, a new Schedule A attached hereto to reflect such withdrawal.

IN TESTIMONY WHEREOF, we have hereunto set our hands and  
stated our residences this 1<sup>st</sup> day of October, 1984.


General Partner:


  
Richard D. Cohen


Substituted Class A Limited  
Partner:

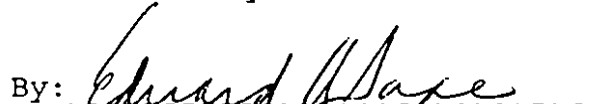
  
Janet Senna

Executors of the Estate of  
Ernest Clivio:

By:   
Janet Senna

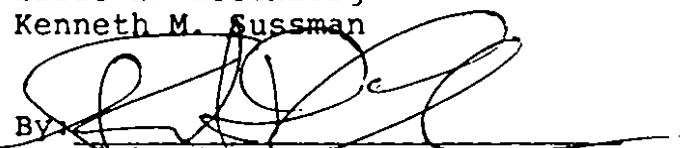
By:   
Joseph Senna

By:   
Samuel Snyder

By:   
Edward Saxe

Class A Limited Partners:

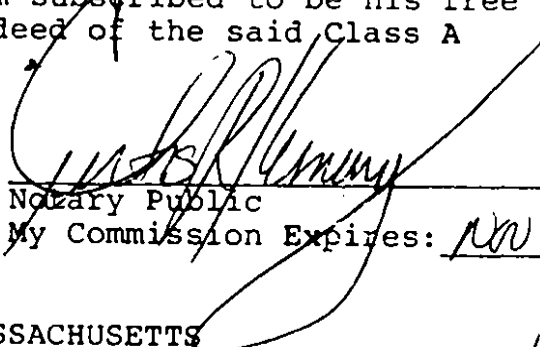
Charles C. Johnston  
Charles V. Rubin  
C. Theodore Whitley  
Herbert Whitley  
Harold D. Price  
Norman W. Barron  
John E. Murray, Jr.  
Earle H. Rosenberg  
Kenneth M. Sussman

By:   
Richard D. Cohen  
as Attorney-in-Fact

COMMONWEALTH OF MASSACHUSETTS

COUNTY OF Norfolk

In said county, this 3<sup>rd</sup> day of January, 1985, then personally appeared before me RICHARD D. COHEN, in his capacity as General Partner, and as Attorney-in-Fact for all the aforementioned Class A Limited Partners, known to me and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument by him subscribed to be his free act and deed and the free act and deed of the said Class A Partners.

  
Notary Public

My Commission Expires: Nov 17 1989

COMMONWEALTH OF MASSACHUSETTS

COUNTY OF Suffolk

11/14/84

Then personally appeared before me JANET SENNA, individually and in her capacity as Executrix, and acknowledged the execution of the foregoing instrument as her duly authorized free act and deed.

  
Notary Public

My Commission Expires: 8/1/86

Joel B. Sherman

COMMONWEALTH OF MASSACHUSETTS

COUNTY OF Suffolk

11/14/84

Then personally appeared before me JOSEPH SENNA, and acknowledged the execution of the foregoing instrument as his duly authorized free act and deed.

  
Notary Public

My Commission Expires: 8/1/86

Joel B. Sherman

COMMONWEALTH OF MASSACHUSETTS

COUNTY OF

Suffolk

11/14/84

Then personally appeared before me SAMUEL SNYDER, and  
acknowledged the execution of the foregoing instrument as his  
duly authorized free act and deed.

  
Notary Public

My Commission Expires: 8/1/86

• Joel B. Sherman

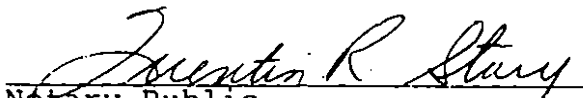
COMMONWEALTH OF MASSACHUSETTS

COUNTY OF

Suffolk

11/14/84

Then personally appeared before me EDWARD SAXE, and  
acknowledged the execution of the foregoing instrument as his  
duly authorized free act and deed.

  
Notary Public

My Commission Expires: 11/8/89

HILLSIDE TERRACE ASSOCIATES

SCHEDULE A

	<u>Name</u>	<u>Residence</u>	<u>Cash Contri- bution Paid</u>
General Partner:	Richard D. Cohen	40 Westerly Rd. Weston, MA	\$100
<hr/>			
Class A Limited Partners:	Charles C. Johnston	3 Mast Hill Rd. Hingham, MA	\$90,000
	Charles V. Rubin	30 Bassett Rd. Brockton, MA	24,750
	C. Theodore Whitley	P.O. Box 451 Salten Point Rd. Barnstable, MA	22,500
	Herbert Whitley	401 Summer St. Westwood, MA	45,000
	Janet Senna	35 Foxcroft Rd. Winchester, MA	49,500
	Harold D. Price	146 Bonad Rd. Chestnut Hill, MA	99,000
	Norman W. Barron	800 Greensward Ct. Apt. 1-103 The Hamlet Delray Beach, FL	27,000
	John E. Murray, Jr.	1550 Worcester Rd. Apt. 624 Framingham, MA	45,000
	Earle H. Rosenberg	236 Buckminster Rd. Brookline, MA	4,950
	Kenneth M. Sussman	54 Carriageway Dr. Leominster, MA	42,300

✓

Q JAN 15 1985