

Filing Fee: \$50.00

ID Number: 49398



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

LIMITED PARTNERSHIP

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
(To Be Filed In Duplicate Original)**

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:

Stratford House Associates Limited Partnership

2. The date of filing of the Certificate of Limited Partnership is October 4, 1978

3. The Certificate of Limited Partnership (as previously amended on 8/29/79; 12/30/81; 7/30/84; 9/26/92;)
3/10/95; 5/23/00; 1/2/01; and 9/20/02 is amended as follows: (List dates of prior amendment(s), if applicable. If none, so state.)

[Insert amendment]

The Schedule attached to the Certificate hereby is amended to (a) delete therefrom the name and address of the Estate of Oscar W. Acer, Jr., 195 Garrison Road, Williamsville, NY 14221 and (b) insert the name and address of Charlotte C. Acer and HSBC Bank USA, as Trustees of Trust under Article EIGHTH of Will of Oscar W. Acer, Jr., c/o One HSBC Center, Buffalo, NY 14203 as Substitute Limited Partner of the Partnership.
The Substitute Limited Partner shall have all of the rights and obligations of Limited Partners of the Partnership.

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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, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: June 30, 2003

STRATFORD HOUSE ASSOCIATES LIMITED PARTNERSHIP

Print Name of Limited Partnership

By J. H. M.

James Woloohojian, General Partner

By _____

By _____

By _____

By _____