

VC# 35125 340

SECOND AMENDMENT TO THE THIRD AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP OF
STRATFORD HOUSE ASSOCIATES LIMITED PARTNERSHIP
a Rhode Island limited partnership

Be it Known to All by these Presents, That the undersigned of Stratford House Associates Limited Partnership (the "Partnership"), desiring to amend the Certificate of said Partnership, under and by virtue of the power conferred by Chapter 7-13-9 of the General Laws of Rhode Island hereby executes the following Certificate of Amendment to its Certificate of Limited Partnership.

FIRST. The name of the Limited Partnership is Stratford House Associates Limited Partnership.

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

THIRD. The Certificate of Limited Partnership (as amended by an Amended and Restated Certificate of Limited Partnership filed on August 29, 1979, as further amended by a Second Amended and Restated Certificate of Limited Partnership filed on December 30, 1981, as further amended by a Third Amended and Restated Certificate of Limited Partnership filed on July 30, 1984, as further amended by a First Amendment to the Third Amended and Restated Certificate of Limited Partnership dated as of September 26, 1992 (collectively, the "Certificate"), is hereby further amended as follows:

1. The Schedule attached to the Certificate hereby is amended to (a) delete therefrom the following names and business addresses of Marcia S. Warren Living Trust c/o McNamee, Lochner, Titus & Williams, P.C., 75 State Street, Albany, NY 12201-0457 and Robert J. Dunfey c/o Casco Bank & Trust Co. Trustee v/w 9/1/65, Running Tide Road, Cape Elizabeth, Maine 04107; and (b) insert the names of and addresses of Estate of Marcia S. Warren, William H. Brown, Executor, c/o McNamee, Lochner, Titus & Williams, P.C., 75 State Street, Albany, NY 12201-0457 and Sanborn Properties, Inc., c/o Paul F. Driscoll, Esquire, Norman Hanson & DeTroy, 415 Congress Street, P.O. Box 4600, Portland, Maine 04112-4600 as Substitute Limited Partners of the Partnership. The Substitute Limited Partners shall have all of the rights and obligations of Limited Partners of the Partnership.

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

RECEIVED
STATE
SECRETARY
OFFICE
10/10/78

Dated as of the 9th day of March, 1995.

GENERAL PARTNER:

J. H. W.
James H. Woloohojian

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, in said County on the 9th day of March, 1995 before me personally appeared James H. Woloohojian, to me known and known by me to be the party executing the foregoing instrument and said individual acknowledged this instrument as so executed to be said individual's free act and deed.

Sandra M. Mace
Notary Public
Name: Sandra Mace Mace
My Commission Expires: 8/14/95