

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

The undersigned, previously having formed a Limited Partnership under the name Stratford House Associates Limited Partnership (the "Limited Partnership"), hereby certify, pursuant to R.I. Gen. Laws 1956 (1986 Reenactment) Section 7-13-9, as amended, that:

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

B. The original Certificate of Limited Partnership was filed with the Secretary of State of the State of Rhode Island (the "Filing Office") on October 4, 1978, and was amended by an Amended and Restated Certificate of Limited Partnership filed with the Filing Office on August 29, 1979, by a Second Amended and Restated Certificate of Limited Partnership filed with the Filing Office on December 30, 1981 and by a Third Amended and Restated Certificate of Limited Partnership filed with the Filing Office on July 30, 1984 (the "Certificate").

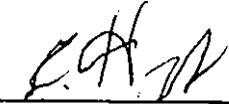
C. The Certificate hereby is further amended in the following respects:

1. The Schedule attached to the Certificate hereby is amended to (a) delete therefrom the name and address of James A. Warren, Cocksackie, New York 12192 and (b) insert the name and business address of Marcia S. Warren Living Trust, c/o McNamee, Lochner, Titus & Williams, P.C., 75 State Street, Albany, New York 12201-0459 as a Substitute Limited Partner holding one unit of limited partnership interest in the Limited Partnership. The Substitute Limited Partner shall have all of the rights and obligations of a Limited Partner of the Limited Partnership.

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

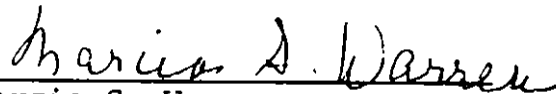
Dated as of the 26th day of September, 1992.

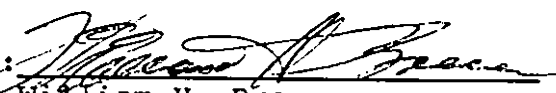
LIMITED PARTNERS

By: 
General Partner and
Attorney-in-Fact for the
Limited Partners listed
on the Schedule to the
Certificate

ASSIGNING LIMITED PARTNER:

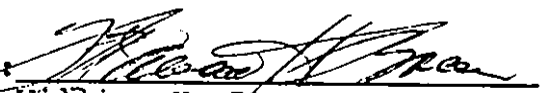
ESTATE OF JAMES A. WARREN

By: 
Marcia S. Warren,
Personal Representative

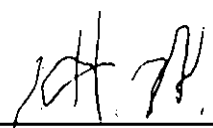
By: 
William H. Brown,
Personal Representative

SUBSTITUTE LIMITED PARTNER:

MARCIA S. WARREN LIVING TRUST


By: 
William H. Brown, Trustee
for Marcia S. Warren

GENERAL PARTNERS:


James H. Woloohojian


Elizabeth V. Bogosian

ESTATE OF HARRY J. WOLOOHOJIAN

By: 
Z. Elaine Woloohojian,
Co-Executrix of the
Estate of Harry J.
Woloohojian, acting
in exercise of the
testator's rights
pursuant to Rhode Island
General Laws §7-13-43

By: RHODE ISLAND HOSPITAL
TRUST NATIONAL BANK, Co-
Executor of the Estate of
Harry J. Woloohojian,
acting in exercise of the
testator's rights
pursuant to Rhode Island
General Laws §7-13-43

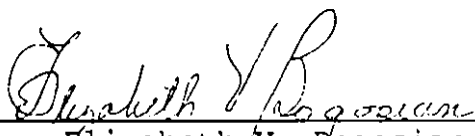
By: 
Title:

Consent of Elizabeth V. Bogosian
as a General Partner of Stratford House Associates

As a General Partner of Stratford House Associates (the "Partnership"), I hereby consent (i) to the assignment by the Estate of James A. Warren (the "Assignor") to the Marcia S. Warren Irving Trust (the "Assignee") of the limited partnership interest of the late James A. Warren, (ii) to the admission of the Assignee as a Substitute Limited Partner of the Partnership and (iii) to the amendment of both the Agreement and Certificate of Limited Partnership of the Partnership, each as heretofore amended, by deleting from each the name and address of the Assignor and/or the late James A. Warren as a limited partner and by adding to each the name and address of the Assignee as a Substitute Limited Partner.

This Consent is conditioned upon the execution by James H. Woloochojian, the only other General Partner of the Partnership, of his consent to the foregoing matters. The undersigned does not recognize the Estate of Harry J. Woloochojian as a General Partner of the Partnership and maintains that no consent as to any of the foregoing matters is required of said Estate.

Signed on this 8th day of March, 1993.


Elizabeth V. Bogosian

RECEIVED
SECRETARY OF STATE
WASHINGTON, D.C.

APR 15 3 05 PM '33

Rec'd & Filed APR 15 1933

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