

Filing Fee: \$100.00

ID Number: 102662



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

**FOREIGN LIMITED PARTNERSHIP
APPLICATION FOR CERTIFICATE OF REGISTRATION**

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the State of Rhode Island and for that purpose submits the following statement:

1. The name of the limited partnership is Lincoln Mall Associates, L.P.
(The name must contain the words "limited partnership" or the letters and punctuation "L.P.")

and, if different, the name which it proposes to register and transact business in the state of Rhode Island is _____

2. The limited partnership is organized under the laws of Pennsylvania and the date of its formation is September 10, 1998.

3. The general character of the business it proposes to transact in Rhode Island is see attached sheet

4. The name and address of the agent for service of process is CT Corporation Systems
(Name of Agent)
123 Dyer Street Providence, RI 02903
(Street Address, not P.O. Box) (City/Town) (Zip Code)

5. The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

6. The address of the office required to be maintain in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is:

1600 Frick Bldg. 437 Grant St. Pittsburgh, PA 15219

FILED

SEP 23 1998

By [Signature] 211046

7. The name and business address of each general partner is:

General Partner	Business Address
Lincoln Mall Investment Corporation	1600 Frick Bldg. 437 Grant St Pittsburgh,
	PA 15219

8. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is cancelled or withdrawn is:

1600 Frick Bldg. 437 Grant St. Pittsburgh, PA 15219

9. A mailing address for the foreign limited partnership is: 1600 Frick Bldg. Pittsburgh, PA 15219
437 Grant St.

Dated September 14, 1998

Lincoln Mall Associates, L.P.

(Exact name of Limited Partnership making application)

By Daniel S. Summers President,
Lincoln Mall Investmen
General Partner Corporation

STATE OF PENNSYLVANIA
COUNTY OF ALLEGHENY

In Pittsburgh, PA, on this 14th day of September, 1998, personally appeared
before me Daniel S. Summers, who, being by me first duly sworn, declared
that he/she is a General Partner of the Lincoln Mall Associates, L.P.
that he/she signed the foregoing documents as a General Partner of the limited partnership, and that the statements
therein contained are true.

Notary Public
My Commission Expires:

David J. Fasulo

Notarial Seal
David J. Fasulo, Notary Public
Pittsburgh, Allegheny County
My Commission Expires Aug 13, 2001
Member Pennsylvania Association of Notaries

Purposes of the Partnership.

General Purposes. The Partnership is organized with the sole purposes of (i) owning, holding, leasing, selling, transferring, exchanging, operating, and managing a commercial real estate project known as the Lincoln Mall property located in Lincoln, Providence County, Rhode Island ("the Mortgaged Premises" or "Premises"); (ii) entering into the loan agreement with the TransAtlantic Capital Company, LLC; (iii) refinancing the Mortgaged Premises in connection with a permitted repayment of the loan from TransAtlantic Capital Company, LLC to the Partnership; and (iv) transacting any and all lawful business for which the Partnership may organized under Pennsylvania law that is incident, necessary, proper, and appropriate to accomplish the foregoing.



Lincoln Mall Merchants Association, Inc.
Lincoln Mall
Route 116
Lincoln, RI 02865
(401) 333-5660

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, RI 02903

Re: Letter of Consent to use Similar Name

Dear Sir or Madam:

I, Kelly Poulin, on behalf of Lincoln Mall Merchants Association, Inc. consent and agree to permit Lincoln Mall Associates, L.P., a Pennsylvania Limited Partnership, to use the name Lincoln Mall Associates, L.P. in order to conduct business in Rhode Island.

Dated: September 22 1998



Lincoln Mall Merchants Association

C O M M O N W E A I L T H O F P E N N S Y L V A N I A

D E P A R T M E N T O F S T A T E

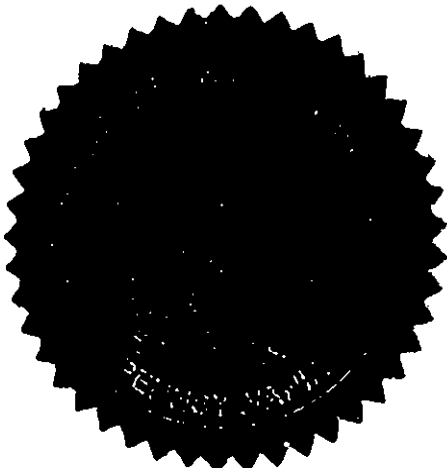
SEPTEMBER 14, 1998

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

LINCOLN MALL ASSOCIATES, L.P.

I, Yvette Kane, Secretary of the Commonwealth of Pennsylvania do
hereby certify that the foregoing and annexed is a true and correct
photocopy of Certificate of Limited Partnership

which appear of record in this department.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written

A handwritten signature in cursive script, reading "Yvette Kane".

Secretary of the Commonwealth

DP05