

FIRST AMENDMENT TO CERTIFICATE OF LIMITED
PARTNERSHIP OF PAOLINO PROPERTIES, L.P.

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

Pursuant to the provisions of Rhode Island general laws 1956 (1969) reenactment) Section 7 - 13 - 16, as amended, the undersigned, as general and limited partners, as the case may be, of Paolino Properties, L.P., a Rhode Island limited partnership (the "Partnership") adopt the following First Amendment to the Partnership's Certificate of Formation (the "Certificate") and do hereby solemnly swear as follows:

1. ARTICLE FOURTH of the Certificate is hereby amended and restated in its entirety to provide as follows:

"FOURTH: The name and residences of all members of the Partnership, both general and limited, are as respectively designated:

General Partners

Residence

Joseph R. Paolino Management Corporation 76 Dorrance Street
Providence, RI

Joseph R. Paolino, Jr.

Limited Partner

Residence

Joseph R. Paolino, Jr.

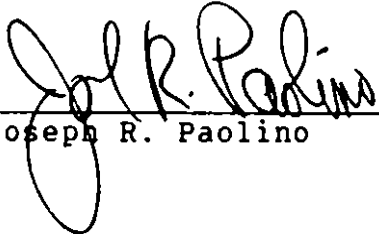
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2. Except as expressly amended herein, the Certificate is hereby ratified, approved and confirmed in all respects.


IN WITNESS WHEREOF, the parties hereto have set their hands and seals as of the 31st day of December 1986.

WITHDRAWING GENERAL PARTNER



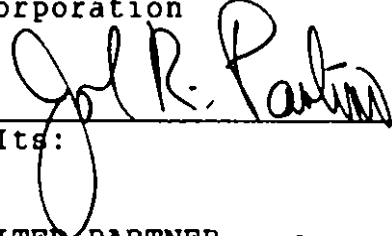
Joseph R. Paolino

GENERAL PARTNERS

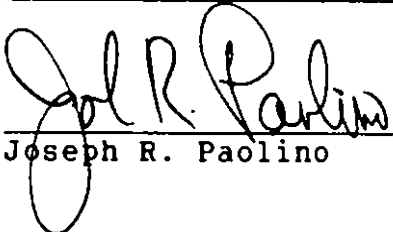


Joseph R. Paolino, Jr.

Joseph R. Paolino Management
Corporation

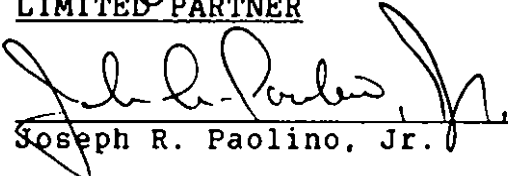
By: 
Its: _____

WITHDRAWING LIMITED PARTNER



Joseph R. Paolino


LIMITED PARTNER



Joseph R. Paolino, Jr.


STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence on this 31st day of December 1986, before me personally appeared the above named Joseph R. Paolino, Jr., to me known and known by me to be the party executing the foregoing instrument, as a General Partner named in the foregoing First Amendment the Certificate of Limited Partnership of Paolino Properties, L.P., and acknowledged that the statements made in such First Amendment are true, and acknowledged said instrument so executed to be his free act and deed.


Notary Public
My Commission Expires
June 30, 1991
Anthony C. Paolino


STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence on this 31st day of December 1986, before me personally appeared the above named Joseph R. Paolino, who is the Withdrawing Limited Partner and the Withdrawing General Partner, to me known and known by me to be the party executing the foregoing instrument, and acknowledged said instrument so executed to be his free act and deed.


Notary Public
My Commission Expires
June 30, 1991
Anthony C. Paolino

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

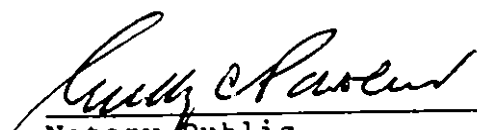
In Providence on this 31st day of December 1986, before me personally appeared the above named *Joseph R. Paolino* who is the *President* of Joseph R. Paolino Management Corporation, to me known and known by me to be the party executing the foregoing instrument as a General Partner named in the foregoing First Amendment the Certificate of Limited Partnership of Paolino Properties, L.P., and acknowledged that the statements made in such First Amendment are true, and so executed to be his free act and deed in said capacity, and the free act and deed of said corporation.



Notary Public
My Commission Expires
June 30, 1991
Anthony C. Paolino

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence on this 31st day of December 1986, before me personally appeared the above named Joseph R. Paolino *JR.* to me known and known by me to be the party executing the foregoing instrument as a Limited Partner named in the foregoing First Amendment the Certificate of Limited Partnership of Paolino Properties, L.P., and that the statements made in such First Amendment are true, and acknowledged said instrument so executed to be his free act and deed.



Notary Public
My Commission Expires
June 30, 1991
Anthony C. Paolino

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OCT 2 3 34 PM '91