

FIRST AMENDMENT
TO
AGREEMENT OF LIMITED PARTNERSHIP
AND
CERTIFICATE OF LIMITED PARTNERSHIP
OF
DARTMOUTH ASSOCIATES

49175

THIS AMENDMENT agreed upon this 22 day of December, 1981, by and between Ferland Corporation, Harold Schein, Abraham Bloom, Benjamin Bloom, Julius Bloom, Jay E. Bloom and William Bloom & Son, Inc.

WHEREAS,

A Limited Partnership Agreement establishing Dartmouth Associates as a Rhode Island limited partnership was entered into on the 7th day of April, 1980 by and between Ferland Corporation, Harold Schein, Abraham Bloom, Benjamin Bloom, Julius Bloom and Jay E. Bloom, and a Certificate of Limited Partnership was filed with the Rhode Island Secretary of State on April 7, 1980; and,

WHEREAS,

All of the Partners of Dartmouth Associates are desirous of amending the Limited Partnership Agreement and Certificate of Dartmouth Associates;

NOW THEREFORE,

For good and valuable consideration, the receipt of

which is hereby acknowledged, all of the parties to this Amendment agree as follows:

1. Harold Schein, Abraham Bloom, Benjamin Bloom, Julius Bloom and Jay E. Bloom hereby resign as Limited Partners.

2. William Bloom & Son, Inc. is hereby admitted as a Limited Partner with a percentage interest equal to forty nine percent (49%).

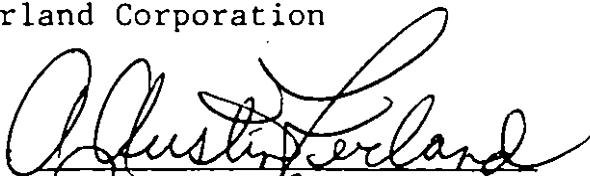
3. All other provisions of the Limited Partnership Agreement and Certificate shall remain in full force and effect.


IN WITNESS WHEREOF, the parties hereto have executed this instrument on the day and year first above written.

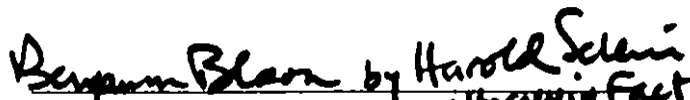
Ferland Corporation

By

Its:


President



Harold Schein



Benjamin Bloom by
Harold Schein, Attorney-in-Fact

William Bloom & Son, Inc.


By:

Its:


Vice President


Abraham Bloom


Julius Bloom


Jay E. Bloom

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In the City of Providence in said county this *22nd* day of December, A.D. 1981 then personally appeared before me
A. Austin Ferland, President of Ferland Corporation known to me and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument by him subscribed to be his free act and deed and the free act and deed of the Ferland Corporation.

James A. O'Leary
Notary Public

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In the City of Providence in said county this *22* day of December, A.D. 1981 then personally appeared before me
Harold Schein the *Vice President* of
William Bloom & Son, Inc. known to me and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument by him subscribed to be his free act and deed and the free act and deed of William Bloom & Son, Inc.

Marjorie A. Dodge
Notary Public

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In the City of Providence in said county this 22 day of December, A.D. 1981 then personally appeared before me Harold Schein, Abraham Bloom, Julius Bloom and Jay E. Bloom each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Maudie F. Dodge
Notary Public

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In the City of Providence in said county this 22 day of December, A.D. 1981 then personally appeared before me Harold Schein, in his capacity as attorney in fact for Benjamin Bloom known to me and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument by him subscribed to be his free act and deed in his capacity as attorney.

Maudie F. Dodge
Notary Public

DEC 30 1961

See

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POWER OF ATTORNEY

I, BENJAMIN BLOOM, residing at 125 Hartshorn Road, Providence, Rhode Island, hereby constitute and appoint HAROLD SCHEIN of the City of Providence, Rhode Island, my true and lawful attorney, for me and in my name place and stead:

(a) to act on my behalf as a General Partner and a Limited Partner of that certain Rhode Island limited partnership known as Dartmouth Associates;

(b) to execute a Surety Agreement to the Construction Loan Agreement required to complete the Rhode Island Housing and Mortgage Finance Corporation Initial Mortgage Closing provided only that all other General Partners also execute said Surety Agreement;

(c) to execute an Amendment to the Agreement and Certificate of Limited Partnership of Dartmouth Associates by and through which I would withdraw as a Limited Partner provided only that William Bloom & Sons, Inc. be admitted as a Limited Partner;

(d) to execute an Agreement and Certificate of Limited Partnership to form a Rhode Island partnership to be known as Geneva Associates in which I will have a percentage interest as a General Partner equal to 0.2245%;

(e) to take all actions and to do all things which I, in my capacity as a General and/or Limited Partner of Dartmouth Associates and/or Geneva Associates, am legally entitled to take or do.

IN WITNESS WHEREOF, I have hereunto set my hand this 18th day of December, 1981.

Benjamin Bloom
Benjamin Bloom

STATE OF FLORIDA

COUNTY OF Palm Beach

In Palm Beach on the 18th day of December, 1981, before me personally appeared Benjamin Bloom, who acknowledged his execution of the Power of Attorney as his free act and deed.

(Seal)

Michael C. Barton
Notary Public

My commission expires: My Commission Expires Oct. 3, 1984
Bonded This Day For Insurance Co.