

18373

THE TENNIS CENTER

Certificate of Limited Partnership

The undersigned, desiring to form a limited partnership under the laws of the State of Rhode Island, hereby certify as follows:

1. The name of the partnership is The Tennis Center.
2. The purpose of the partnership is to own and operate facilities for the playing and teaching of tennis and to engage in activities relating thereto.
3. The principal place of business of the partnership is Red Oak Drive ~~road~~, Johnston, Rhode Island.
4. The name and residence of the general partner is Donald Hanson, 10 Bond Road, East Providence, Rhode Island.

The name and residence of each limited partner is as follows:

| | |
|-------------------|--|
| Stephen Feinstein | CAMP SANDBET II CASCO, MAINE 04015 215 Waterman Street Providence, Rhode Island |
| Donald Hanson | 10 Bond Road East Providence, Rhode Island |
| Mayer A. Levitt | 14 Upton Avenue Providence, Rhode Island |
| Irwin Sparr | 66 Faunce Drive Providence, Rhode Island |

5. The term for which the partnership is to exist is from August 18 , 1976 until December 31, ~~1986~~. 1991

6. The amount of cash contributed by each limited partner is:

| | |
|-------------------|-------------|
| Stephen Feinstein | \$25,000.00 |
| Donald Henson | \$25,000.00 |
| Mayer A. Levitt | \$50,000.00 |
| Irwin Sparr | \$50,000.00 |

No contribution of other property is being made by the limited partners.

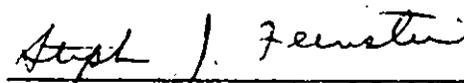
7. Each limited partner may make additional contributions to the capital of the partnership from time to time but only in such amounts and at such times as are unanimously approved by all the partners, general and limited.

8. Each limited partner may make withdrawals from his capital account from time to time but only in such amounts and at such times as are unanimously approved by all the partners, general and limited.

9. The share of the profits or other compensation by way of income which each limited partner shall receive by reason of his contribution is:

| | |
|-------------------|---------|
| Stephen Feinstein | 16-2/3% |
| Donald Henson | 16-2/3% |
| Mayer A. Levitt | 33-1/3% |
| Irwin Sparr | 33-1/3% |

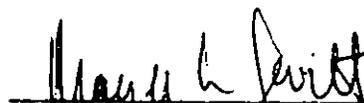
WITNESS the execution hereof under oath this 18 day of August, 1976.



Stephen Feinstein



Donald Henson



Mayer A. Levitt



Irwin Sparr

STATE OF RHODE ISLAND)
COUNTY OF *Providence*) SS.

In *Johnston* in said County on the *20th* day of August, 1976, before me personally appeared Stephen Feinstein to me known, and known by me to be the party executing the foregoing instrument and he acknowledged said instrument, by him executed to be his free act and deed.

WITNESS my hand and official seal.

NOTARIAL
SEAL

Gilda E. Santilli
Notary Public

My commission expires: *June 30, 1981*

STATE OF RHODE ISLAND)
COUNTY OF *Providence*) SS.

In *Johnston* in said County on the *20th* day of August, 1976, before me personally appeared Donald Hanson to me known, and known by me to be the party executing the foregoing instrument and he acknowledged said instrument, by him executed to be his free act and deed.

WITNESS my hand and official seal.

NOTARIAL
SEAL

Gilda E. Santilli
Notary Public

My commission expires: *June 30, 1981*

STATE OF RHODE ISLAND)
COUNTY OF *Providence*) SS.

In *Johnston* in said County on the *20th* day of August, 1976, before me personally appeared Mayer A. Levitt to me known, and known by me to be the party executing the foregoing instrument and he acknowledged said instrument, by him executed to be his free act and deed.

WITNESS my hand and official seal.

NOTARIAL
SEAL

Silda E. Santilli
Notary Public

My commission expires: *June 30, 1981*

STATE OF RHODE ISLAND)
COUNTY OF *Providence*) SS.

In *Johnston* in said County on the *20th* day of August, 1976, before me personally appeared Irwin Sparr to me known, and known by me to be the party executing the foregoing instrument and he acknowledged said instrument, by him executed to be his free act and deed.

WITNESS my hand and official seal.

NOTARIAL
SEAL

Silda E. Santilli
Notary Public

My commission expires: *June 30, 1981*

AUG 23 76 SEC 11 163 CHS ***50.00

J. M.
AUG 23 1976