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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
CERTIFICATE OF LIMITED PARTNERSHIP OF
MATTERA FAMILY LIMITED PARTNERSHIP

KNOW ALL PERSONS BY THESE PRESENTS that, pursuant to the provisions of Section 7-13-8 of R.I. Gen. Laws 1956 (1985 Reenactment), as amended, the undersigned, being the General Partner of Hillside Limited Partnership (the "Partnership"), adopt the following certificate of formation:

I. The name of the partnership is:

Mattera Family Limited Partnership

II. The address of the office required to be maintained in the State of Rhode Island is:

11 Powder Hill Road, Lincoln, Rhode Island

III. The name and address of the agent for service of process required to be maintained by Section 7-13-4 is:

Drew P. Kaplan, Esq.
One Park Row
Providence, Rhode Island 02903

IV. The name and business address of each general partner being designated is:

Westwood Management, L.L.C., 11 Powder Hill Road, Lincoln, Rhode Island

V. The mailing address for the limited partnership is:

11 Powder Hill Road, Lincoln, Rhode Island

DPK VI. The latest date upon which the limited partnership is to dissolve is:

~~December 31, 2030~~

IN WITNESS WHEREOF, the undersigned have set their hands this 15th day of September, 1997.

WESTWOOD MANAGEMENT, L.L.C.,
General Partner

By: [Signature] **FILED**

SEP 15 1997
cert # 63
By 191483