

State of Rhode Island and Providence Plantations

CERTIFICATE

(LIMITED PARTNERSHIP)

49477

Know all Men by These Presents, That we, ROBERT R. GAUDREAU, of Lincoln, Rhode Island and Westward Ho Associates, a Minnesota general partnership of which Gaudreau Development Co., Inc. and Development Strategy, Inc. are the sole general partners, desiring to form a limited partnership under and by virtue of the powers conferred by Chapter 7-13 of the General Laws of Rhode Island, do solemnly swear that:

FIRST. The name of the partnership shall be
WESTWARD HO LEASING ASSOCIATES

SECOND. The character of the business conducted by the partnership shall be The ownership, development, leasing and rental of real and personal property, including, without limitation, the leasing of certain commercial space at the Westward Ho Hotel, Phoenix, Arizona and the development and rental of such space, all on such terms and conditions as shall be approved by the general partners.

THIRD. The principal place of business of the partnership shall be located at
2401 Hospital Trust Tower, Providence, Rhode Island 02903
(No. Street, City or Town, State.)

FOURTH.	General Partners	Residence (No. Street, City or Town, State.)
	Robert R. Gaudreau	3 Iron Forge Road, Lincoln, RI 02865
	Westward Ho Associates,	2401 Hospital Trust Tower, Providence, RI 02903
	a Minnesota general partnership	

	Limited Partners	Residence (No. Street, City or Town, State.)
	Robert R. Gaudreau	3 Iron Forge Road, Lincoln, RI 02865
	Westward Ho Associates,	2401 Hospital Trust Tower, Providence, RI 02903
	a Minnesota general partnership	

are the names and places of residence of all members of the partnership, both general and limited, as respectively designated.

FIFTH. The term of existence of the partnership shall be from the date hereof to December 31, 2050.

SIXTH. The following items listed immediately below shall be the contribution of each limited partner.

Name of Limited Partner	Cash	Property other than Cash	Value
Robert R. Gaudreau	\$100	None	None
Westward Ho Associates	\$100	None	None

SEVENTH. The items listed immediately below shall be the additional contributions, agreed to be made by each limited partner.

Name of Limited Partner	Cash	Property other than Cash	Value
Robert R. Gaudreau	\$ 0	None	None
Westward Ho Associates	\$ 0	None	None

provided, however, the General Partners shall have the right to admit additional limited partners as provided in Article Eleventh;

and the times at which or the events on the happening of which said contributions shall be made shall be

N/A

EIGHTH. The contribution of each limited partner shall be returned upon the dissolution of the partnership or at such earlier time as the general partners, in their sole discretion, shall determine.

NINTH. Each limited partner shall, by reason of his contribution, receive his or its pro rata share (based upon the relative capital account of such limited partner to all limited partners) of 99% of all profits, losses, credits and distributions of the partnership.

TENTH. Each or any limited partner shall have the right to substitute an assignee as contributor in his place, subject to the following terms and conditions: Such right shall be subject to receiving the prior written approval of the general partners.

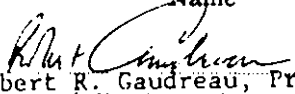
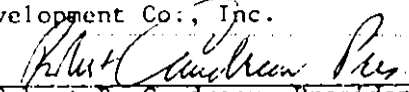
ELEVENTH. The partners shall have the right to admit additional limited partners.

TWELFTH. No ~~any~~ limited partner, shall have the right to priority over the other limited partners as to contributions or as to compensation by way of income, ~~and the nature of such priority shall be~~

THIRTEENTH. Upon the death, retirement or insanity of a general partner, the remaining general partner or partners shall have the right to continue the business.

FOURTEENTH. No ~~any~~ limited partner shall have the right to demand and receive property other than cash in return for his contribution.

In Testimony Whereof, We have hereunto set our hands and stated our residences this as of the 1st day of June A. D. 1983 .

Name	Residence (No. Street, City or Town, State.)
 Robert R. Gaudreau, President Westward Ho Associates, a	3 Iron Forge Road, Lincoln, RI 02865 2401 Hospital Trust Tower, Providence, RI 02901
Minnesota general partnership by managing general partner Gaudreau Development Co., Inc.	
BY  Robert R. Gaudreau, President	
State of Rhode Island, } County of PROVIDENCE }	In the City of Providence

in said county, this 1st day of July , A. D. 1983 ,
then personally appeared before me Robert R. Gaudreau, individually and in
his capacity as President of Gaudreau Development Co., Inc., the
managing general partner of Westward Ho Associates, a Minnesota
general partnership

~~each and all~~ known to me and known by me to be the parties ~~executing~~ the foregoing
instrument, and ~~they~~ ^{he} ~~separately~~ acknowledged said instrument by ~~them~~ ^{him} subscribed to be
~~their~~ ^{his} free act and deed in each said capacity.


Mary A. DePrete, Notary Public
Notary Public

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LIMITED PARTNERSHIP

CERTIFICATE
OF

WESTWARD HO LEASING ASSOCIATES

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FILED IN THE OFFICE OF THE
SECRETARY OF STATE

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