

STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS

SECOND AMENDMENT TO
CERTIFICATE
OF
LIMITED PARTNERSHIP
OF
SAKONNET VINEYARDS

500 777

KNOW ALL MEN BY THESE PRESENTS, that we, JAMES A. MITCHELL and LLOYD A. MITCHELL (a/k/a LLOYD A. McDONNELL-MITCHELL), having formed a limited partnership under and by virtue of the powers conferred by Chapter 7-13 of the General Laws of Rhode Island by Certificate of Limited Partnership filed with the Secretary of State on September 13, 1976, as amended by a First Amendment to said Certificate filed with the Secretary of State on August 18, 1977, hereby join with each of the limited partners whose names are set forth below to further amend said original Certificate, as follows:

I. Articles FIRST, SECOND, THIRD, FIFTH, SEVENTH, EIGHTH, NINTH, TENTH, ELEVENTH, TWELFTH, THIRTEENTH and FOURTEENTH of the original Certificate of Limited Partnership are hereby ratified and confirmed and incorporated by reference herein.

II. The original Partners have admitted additional Limited Partners, and Article FOURTH of the original Certificate of Limited Partnership is hereby amended to read as follows:

"FOURTH. The names and places of residence of all members of the Partnership, both General and Limited, as respectively designated, are as follows:

General Partners

Residence

James A. Mitchell	c/o Sakonnet Vineyards West Main Road Little Compton, RI 02837
Lloyd A. Mitchell (a/k/a Lloyd A. McDonnell-Mitchell)	c/o Sakonnet Vineyards West Main Road Little Compton, RI 02837

Limited Partners

Residence

James A. Mitchell	c/o Sakonnet Vineyards West Main Road Little Compton, RI 02837
Lloyd A. Mitchell (a/k/a Lloyd A. McDonnell-Mitchell)	c/o Sakonnet Vineyards West Main Road Little Compton, RI 02837
Samuel H. Robbins	127 County Road Attleboro, MA 02703
Anne H. Foster	360 Beacon Street Boston, MA 02167
Raymond C. Foster	360 Beacon Street Boston, MA 02167
Estate of Robert H. McDonnell	215 West Concord ^{571900, 1100 MAIN} ₀₅ Kansas City, MO 64112
Robert H. McDonnell, Jr.	215 West Concord ^{225 W. Dartmouth} ₆₂₁₁₃ Little Compton, RI 02837 Kansas City, Mo West Main Road
Mary B. Wakefield	1465 Brush Hill Road Milton, MA 02186
Claire E. Knox	280 Beacon Street Boston, MA 02116

III. Article SIXTH of the original Certificate of Limited Partnership is hereby amended to read as follows:

"SIXTH. The following items listed immediately below shall be the contribution of each Limited Partner.

<u>Name of Limited Partner</u>	<u>Cash</u>	<u>Property Other Than Cash</u>	<u>Value</u>
James A. Mitchell	\$27,000	Real property, equipment and other personal property	\$85,000

Lloyd A. McDonnell-Mitchell	\$27,000	Real property, equipment and other personal property	\$85,000
Samuel H. Robbins	\$10,000	---	\$10,000
Anne H. Foster	\$ 5,000	---	\$ 5,000
Raymond C. Foster	\$ 5,000	---	\$ 5,000
Estate of Robert H. McDonnell	\$39,000	---	\$39,000
Robert H. McDonnell, Jr. <i>per form 10/31/80</i>	\$10,000	---	\$10,000
Mary B. Wakefield	\$10,000	---	\$10,000
Claire E. Knox	\$ 5,000	---	\$ 5,000

IN TESTIMONY WHEREOF, we have hereunto set our hands and seals and stated our residences this day of October, A.D., 1980.

<u>Name</u>	<u>Residence</u>
<i>James A. Mitchell</i> James A. Mitchell	c/o Sakonnet Vineyards West Main Road Little Compton, RI 02837
<i>Lloyd A. Mitchell</i> Lloyd A. Mitchell	c/o Sakonnet Vineyards West Main Road Little Compton, RI 02837
<i>Samuel H. Robbins</i> Samuel H. Robbins	126 County Road Attleboro, MA 02703
<i>Anne H. Foster</i> Anne H. Foster	360 Beacon Street Boston, MA 02167
<i>Raymond C. Foster</i> Raymond C. Foster	360 Beacon Street Boston, MA 02167
Estate of Robert H. McDonnell	375 1900, 1100 MAIN 215 West Concord Kansas City, MO 64115
By <i>Paul A. Linclain</i> Executor	

Robert H. McDonnell, Jr.
Robert H. McDonnell, Jr.

Mary B. Wakefield
Mary B. Wakefield

Claire E. Knox
Claire E. Knox

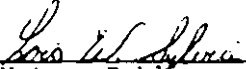
225 W. Dartmouth
Kansas City, Mo 64113
c/o Sakonnet Vineyards
~~West Main Road~~
~~Little Compton, RI 02837~~

1465 Brush Hill Road
Milton, MA 02186

280 Beacon Street
Boston, MA 02116

STATE OF RHODE ISLAND
COUNTY OF Newport

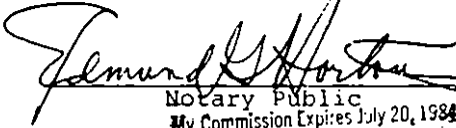
In Little Compton in said county, this 10 day of
November, A.D. 1980, then personally appeared before me James
A. Mitchell and Lloyd A. Mitchell, each and all known to me and
known by me to be the parties executing the foregoing instrument,
and they severally acknowledged said instrument by them subscribed
to be their free act and deed.



Notary Public
Lois W. Sylvia
MY COMMISSION EXPIRES
JUNE 30, 1981

COMMONWEALTH OF MASSACHUSETTS
County of Bristol

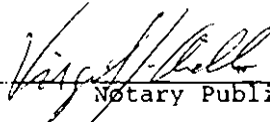
In Attleboro in said county, this 1st day of
December, A.D., 1980, then personally appeared before me
Samuel H. Robbins, known to me and known by me to be the party
executing the foregoing instrument, and he acknowledged said
instrument by him subscribed to be his free act and deed.



Notary Public
My Commission Expires July 20, 1984

COMMONWEALTH OF MASSACHUSETTS
County of Suffolk

In Boston in said county, this 17th day of
November A.D., 1980, then personally appeared before me
Anne H. Foster ~~and Raymond G. Foster, 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.

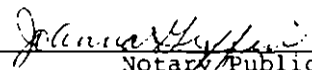


Notary Public

6/24/83

STATE OF MISSOURI
COUNTY OF *JACKSON*

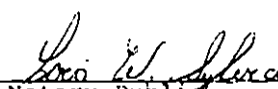
In *KANSAS CITY* in said county, this *15th* day of
JANUARY, A.D., 1980, then personally appeared before me
PAUL D. SINCLAIR, Executor under the will of Robert H.
McDonnell, known to me and known by me to be the party executing
the foregoing instrument, and he acknowledged said instrument by
him subscribed to be his free act and deed in his said capacity.



Notary Public

STATE OF RHODE ISLAND
COUNTY OF *Newport*

In *Little Compton* in said county, this *10* day of
November, A.D., 1980, then personally appeared before me
Robert H. McDonnell, Jr., 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.



Notary Public
Lois H. Sylvia
MY COMMISSION EXPIRES
JUNE 30, 1981

COMMONWEALTH OF MASSACHUSETTS
County of *NORFOLK*

In *Norwich* in said county, this *24th* day of
OCTOBER, A.D., 1980, then personally appeared before me
Mary B. Wakefield, known to me and known by me to be the party
executing the foregoing instrument, and she acknowledged said
instrument by her subscribed to be her free act and deed.




Notary Public

JAN A. MILLER
NOTARY PUBLIC
My Commission Expires July 8, 1983

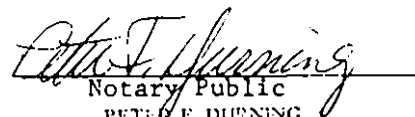
COMMONWEALTH OF MASSACHUSETTS
County of *Suffolk*

In *Boston* in said county, this *13th* day of
November, A.D., 1980, then personally appeared before
me Claire E. Knox, known to me and known by me to be the party
executing the foregoing instrument, and she acknowledged said
instrument by her subscribed to be her free act and deed.


Notary Public
ANNA H. BUSCH, Notary Public
My Commission Expires Jan. 5, 1984

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

In New York in said county, this *20th* day of
November, A.D., 1980, then personally appeared before me
Raymond C. Foster 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.


Notary Public
PETER F. DURNING
Notary Public, State of New York
No. 66-1651660
Qualified in Westchester County
Certificate filed in New York County
Commission Expires March 30, 1981

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RECEIVED & FILED JUN 26 1981

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