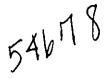
State of Rhode Island and Providence Plantations

CERTIFICATE

(LIMITED PARTNERSHIP)



Know all Men by these Presents, That we,

FRANK P. MORSILLI, SANFORD FERN, CARL PETERSON, and DAVID F. SWEENEY

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 PENGUIN ASSOCIATES...

SECOND. The character of the business conducted by the partnership shall be

Equipment leasing

THIRD. The principal place of business of the partnership shall be located at 10 Jefferson Boulevard - Warwick, Rhode Island 02888

(No Street, City of Town, State)

FOURTH.

General Partners

Residence (No. Street, City of Town, State.)

Frank P. Morsilli

- One Energy Way, West Warwick, Rhode Island

Limited Partners

Residence (No. Street, City of Town, State.)

Sanford Fern

270 Elmwood Avenue - Providence, Rhode Island

Carl Peterson

70 Wood Avenue, So., CN 770, Iselin, New Jersey

David F. Sweeney

10 Jefferson Boulevard - Warwick, Rhode Island 02888

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

December 1, 1983 through November 30, 1984, and continuing thereafter

from year to year.

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

	Name of Limited Partner	Cash	Property other th	an Cash	Value
	Sanford Fern	300,00			
	Carl Peterson				,
	David F. Sweeney	300.00 300.00	•		,
	but to the succincy	300.00			
					•
	SEVENTH. The items listed in		ly below shall be the :	additional co	ontributions,
ag i	eed to be made by each limited p Name of Limited Partner		Property other the	an Cash	Value
	Name of infinited Lartifel	Casii	Troperty other th	an Cash	Value
•	No limited partner has agree	d to mak	e additional contr	ibutions	•
	the times at which or the events	on the ha	ppening of which sa	id contribut	ions shall be
ma	de shall be				
			••		
					٠
	EIGHTH. The contribution of	f each li	mited partner shall	be returne	ed.
	pro-rata, upon dissolution (of the p	artnershin	•	
	F. C.	о. сс р	a. c.ici siii p	•	
	. ,				****
	NINTH. Each limited partner	·	_	ribution, re	ceive
	167 of too profits on other				
	15% of the profits or other		or the rimited pa	nuiersiiip	
					,
as	TENTH. Each or any limited contributor in his place, subject		_		
			•		
	0.00				

ELEVENTH. The partners shall have the right to admit additional limited partners. TWELFTH. not applicable , a 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. Any limited partner shall not have the right to demand and receive property other than cash in return for his contribution. In Tratimony Bherrof. We have hereunto set our hands and stated our residences day of December A.D. 19 83 this Residence One Energy Way - West Warwick, Rhode Island 270 Elmwood Avenue - Providence, Rhode Island O Telegram 70 Wood Avenue, So., CN 770 - Iselin, New Jersey 10 Jefferson Boulevard - Warwick, Rhode Island In the City State of Rhode Island, County of Kenit State of New Jersey In the Iselin County of Middlesex New Jersey in said county, this first day of December , 1983, then personally appeared before me CARL PETERSON, known to me and known by me to be the party executing the foregoing instrument, and he severally acknowledged said instrument by him subscribed to be his free act and deed.

NOTARY PUBLIC OF NEW JERSEY My Commission Expires May 20, 1985

Notery Public

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FILED IN THE OFFICE OF THE SECRETARY OF STATE

JAN 13 1984

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CERTIFICATE

CERTIFICATE

OF

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PENGUIN ASSOCIATES

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EMITED PARTNERSHIP