

SUNSET RANCH LIMITED PARTNERSHIP
FIRST AMENDMENT TO AGREEMENT AND
CERTIFICATE OF LIMITED PARTNERSHIP

This Agreement is made as of the 1st day of May, 1986 by and between those persons, as General Partner and Limited Partners, as the case may be, who have signed this Agreement or a counterpart hereof.

WITNESSETH:

WHEREAS, on May 30, 1986, Picerne Investment Corporation as General Partner and Ronald R.S. Picerne as Initial Limited Partner filed with the Secretary of State of the State of Rhode Island an Agreement and Certificate of Limited Partnership (the "Partnership Agreement") of Sunset Ranch Limited Partnership (the "Partnership"); and

WHEREAS, pursuant to the terms of Section 5.02 of the Partnership Agreement, the General Partner and the Initial Limited Partner wish to admit to the Partnership as additional Limited Partners certain employees of Picerne Investment Corporation or its affiliates and to provide for the withdrawal of the Initial Limited Partner;

NOW, THEREFORE, the parties hereto each in consideration of the agreements and declarations of the others mutually covenant, agree and declare as follows:

1. Schedule A to the Partnership Agreement is hereby

amended and restated in its entirety to read as set forth in the Schedule A attached hereto, and the additional Limited Partners listed on Schedule A, who have executed this Agreement by their attorney-in-fact, are hereby admitted to the Partnership as Limited Partners.

2. By his execution of this Agreement, the Initial Limited Partner hereby withdraws from the Partnership and releases all right, title and interest therein.

3. In all other respects, the Partnership Agreement is hereby ratified, confirmed and approved.

GENERAL PARTNER

Picerne Investment Corporation

by Ronald R.S. Picerne

WITHDRAWING INITIAL LIMITED
PARTNER

Ronald R.S. Picerne
Ronald R.S. Picerne

ADDITIONAL LIMITED PARTNERS
LISTED ON SCHEDULE A
ATTACHED HERETO

By John Randall Schi
Attorney-in-Fact

STATE OF RHODE ISLAND
COUNTY OF Kent

In Warwick on the 15th day of May, 1986, before me personally appeared Ronald R.S. Picerne, the President of Picerne Investment Corporation, to me known and known by me to be the party executing this instrument on behalf of Picerne Investment Corporation, and he acknowledged said instrument, by him executed, to be his free act and deed and the free act and deed of Picerne Investment Corporation.

Pauline R. Allen

Notary Public

Printed Name: PAULINE L. ALLEN

My Commission Expires: 6/30/86

STATE OF RHODE ISLAND
COUNTY OF Kent

In Warwick on the 15 day of May, 1986, before me personally appeared Ronald R.S. Picerne, to me known and known by me to be the party executing this instrument and he acknowledged said instrument, by him executed, to be his free act and deed.

Pauline R. Allen

Notary Public

Printed Name: PAULINE L. ALLEN

My Commission Expires: 6/30/86

STATE OF RHODE ISLAND
COUNTY OF Kent

In Warwick on the 15 day of May, 1986, before me personally appeared John Randall Selim the Vice President - Treasurer to me known and known by me to be the party executing this instrument in his capacity as attorney-in-fact for the additional Limited Partners listed on Schedule A, and he acknowledged said instrument, by him executed, to be his free act and deed as such attorney-in-fact.

Pauline R. Allen

Notary Public

Printed Name: PAULINE L. ALLEN

My Commission Expires: 6/30/86

SCHEDULE A

General Partner

<u>Name and Business Address</u>	<u>Capital Contribution</u>
Picerne Investment Corporation 75 Lambert Lind Highway Warwick, Rhode Island 022886	\$1.00

Additional Limited Partners

<u>Name and Business Address</u>	<u>Units</u>	<u>Capital Contributions</u>
Gloria M. Rossi c/o Kelly & Picerne, Inc. 75 Lambert Lind Highway Warwick, RI 02286 ss# 038-20-7353	8	\$8.00
Warren W. West c/o Kelly & Picerne, Inc. 75 Lambert Lind Highway Warwick, RI 02886 ss#045-38-3083	9	\$9.00
Garry R. MacLean c/o Kelly & Picerne, Inc. 75 Lambert Lind Highway Warwick, RI 02886 ss# 027-32-0637	4	\$4.00
Donna Picerne Papps c/o Kelly & Picerne, Inc. 75 Lambert Lind Highway Warwick, RI 02886 ss#035-34-1416	16	\$16.00
John G. Picerne c/o Kelly & Picerne, Inc. 75 Lambert Lind Highway Warwick, RI 02886 ss#035-34-1418	16	\$16.00
Dave Kohner c/o Picerne Development Corp. 5314 North 12th Street Suite 100 Phoenix, AZ 85014 ss#390-46-1689	24	\$24.00

SCHEDULE A
(continued)

Additional Limited Partners
Name and Business Address

Units

Capital Contributions

Robert E. DeBlois, Sr.
59 Orchard Drive
Cranston, RI 02920
ss#037-24-1028

3

\$3.00

Raymond T. Mancini
40 Applewood Road
Cranston, RI 02920
ss#037-24-0065

3

\$3.00

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CP50 50.00
CHEK 50.00

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