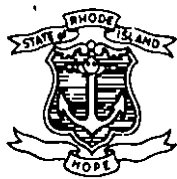


Filing Fee: \$50.00

ID Number: 50080



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED PARTNERSHIP

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP**

(To Be Filed In Duplicate Original)

05 FEB 15 PM 4:00
CORPORATIONS DIVISION
STATE OF RHODE ISLAND

The undersigned, desiring to amend the Certificate of Limited Partnership under and by virtue of the power conferred by Section 7-13-9 of the General Laws, 1956, as amended, hereby execute the following Certificate of Amendment to the Certificate of Limited Partnership:

1. The name of the limited partnership is:

Heritage Village Associates

2. The date of filing of the Certificate of Limited Partnership is May 4, 1978

3. The Certificate of Limited Partnership (as previously amended on see Exhibit A)
(List dates of prior amendment(s), if applicable. If none, so state.)

is amended as follows:

[Insert amendment]

The limited partnership agreement is hereby amended in its entirety

by deleting Section 2.5(a) in its entirety and replacing it with the following:

"(a) The Partnership shall continue in full force and effect until December 31, 2068

except that the Partnership shall be dissolved prior to such date upon the happening of
any of the following events:"

FILED

FEB 15 2005

By EMC

C 57309

4. This Certificate of Amendment is signed by at least one general partner and, if applicable, by each other general partner designated herein as a new general partner.

Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Amendment to the Certificate of Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: February 2, 2005

HERITAGE VILLAGE ASSOCIATES

Print Name of Limited Partnership

By Paul F. Lischio G.P.
PAUL F. LISCHIO
By Philip N. Noel
By James M. Sloan III Trustee
By James M. Sloan, III, Trustee of
By the Frederick D. Schick and
Paula M. Schick Irrevocable
Trust and not individually

B₁: Paula M. Schick Co-Trustee
Paula M. Schick, Co-
Trustee of Paula M.
Schick Family Trust
B₂: Ann Marie Co-Trustee
Ann F. Moran, Co-
Trustee of Ann F.
Moran Family Trust

4. This Certificate of Amendment is signed by at least one general partner and, if applicable, by each other general partner designated herein as a new general partner.

Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Amendment to the Certificate of Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: February 2, 2005

HERITAGE VILLAGE ASSOCIATES

Print Name of Limited Partnership

By Paul F. Lischio G.P.
PAUL F. LISCHIO
By Philip N. Niel
By James M. Sloan III Trustee
By James M. Sloan, III, Trustee of
By the Frederick D. Schick and
Paula M. Schick Irrevocable
Trust and not individually

By: Paula M. Schick Co-Trustee
Paula M. Schick, Co-
Trustee of Paula M.
Schick Family Trust
By: Cynthia F. Moran Co-Trustee
Cynthia F. Moran, Co-
Trustee of Cynthia F.
Moran Family Trust

4. This Certificate of Amendment is signed by at least one general partner and, if applicable, by each other general partner designated herein as a new general partner.

Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Amendment to the Certificate of Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: February 2, 2005

HERITAGE VILLAGE ASSOCIATES

Print Name of Limited Partnership

By Philip W. Noel

By _____

By _____

By _____

By _____

EXHIBIT A

NINTH AMENDMENT TO LIMITED PARTNERSHIP AGREEMENT

HERITAGE VILLAGE ASSOCIATES

THIS NINTH AMENDMENT TO LIMITED PARTNERSHIP AGREEMENT is entered into on this 2nd day of February, 2005 by and among (a) Paul F. Lischio of Narragansett, Rhode Island and Philip W. Noel of Estero, Florida, as General Partners ("General Partners"), and Philip W. Noel, Robert L. Clifton, Paula M. Schick Family Trust, and Lynn F. Moran Family Trust (collectively, the "Limited Partners," and together with the General Partner, the "Partners").

W I T N E S S E T H:

WHEREAS, pursuant to a Certificate of Limited Partnership dated May 4, 1978, as amended by the First, Second, Third, Fourth, Fifth, Sixth, Seventh and Eighth amendments as filed with the Secretary of State of the State of Rhode Island, Heritage Village Associates (the "Partnership") was formed;

WHEREAS, the Partners entered into a Limited Partnership Agreement with regard to the Partnership dated May 4, 1978 and amended by First, Second, Third, Fourth, Fifth, Sixth, Seventh and Eight Amendments (as so amended, the "Agreement");

WHEREAS, the Partners desire to extend the term of the Partnership contained in Section 2.5(a); and

WHEREAS, capitalized terms used herein and not otherwise defined herein shall have the meanings set forth in the Agreement.

NOW THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. Section 2.5(a) is hereby amended by deleting the dated December 31, 2018 and substituting the dated December 31, 2068 therefor.
2. All other terms and conditions of the Agreement shall remain in full force and effect.

[SIGNATURE PAGE FOLLOWS]

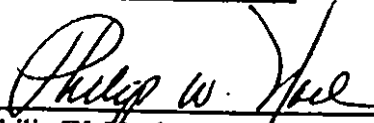
IN WITNESS WHEREOF, the parties hereto have executed this Ninth Amendment to Limited Partnership Agreement as of the date first above written.

GENERAL PARTNERS:



Paul F. Lischio

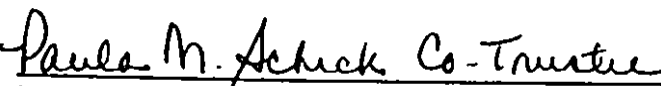

Philip W. Noel

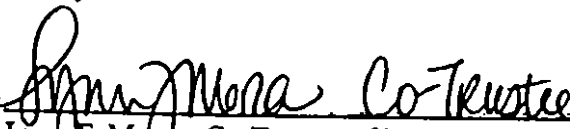
LIMITED PARTNERS


Philip W. Noel


Roger L. Clifton


James M. Sloan, III, Trustee of Frederick D. and
Paula M. Schick Irrevocable Trust


Paula M. Schick, Co-Trustee of Paula M. Schick
Family Trust


Lynn F. Moran, Co-Trustee of Lynn F. Moran
Family Trust