

117#50080

SEVENTH AMENDMENT

TO

LIMITED PARTNERSHIP CERTIFICATE

OF

HERITAGE VILLAGE ASSOCIATES

Aug 6 9 56 AM '04
SECRETARY OF STATE
PROVIDENCE, RHODE ISLAND

The undersigned, in compliance with the provisions of the Uniform Limited Partnership Act of the State of Rhode Island, Title 7, Chapter 13 of the General Laws of Rhode Island, 1956, as amended, and in order to partially amend the Sixth Amendment to the Certificate of Limited Partnership, as heretofore amended by the Sixth, Fifth, Fourth, Third, Second and First Amendments to the Limited Partnership Certificate of Heritage Village Associates filed May 4, 1978, a Rhode Island limited partnership (the "Partnership") as the same was filed in the offices of the Secretary of State of Rhode Island and to provide for the withdrawal of RUDY K. MEISELMAN and to provide for the transfer of RUDY K. MEISELMAN 'S two Limited Partnership units to PAUL F. LISCHIO, do hereby certify, acknowledge and submit as to the establishment of the Partnership that the:

1. name of the Partnership;
2. character of the business of the Partnership;
3. location of the Partnership's principal place of business;
4. names and places of residence of the General and Limited Partners;
5. term for which the Partnership is to exist;
6. amount of each Limited Partner's cash contribution;

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7. additional contributions agreed to be made by each Limited Partner and times at which or events on the happening of which such contributions shall be made;

8. time when the contribution of each Limited Partner is to be returned;

9. share of the profits or other compensation by way of income which each Limited Partner shall receive by reason of his contribution;

10. right of a Limited Partner to substitute an assignee as a contributor in his place and terms and conditions of the substitution;

11. right of the Partners to admit additional Limited Partners;

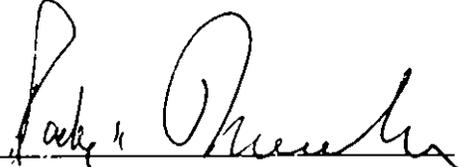
12. rights of priority among the Limited Partners;

13. right of the remaining General Partner or Partners to continue the business on the death, retirement, or insanity of a General Partner;

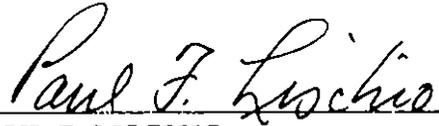
14. right of the Limited Partners to demand and receive property other than cash in return for their contributions; and other terms and conditions of the Partnership are all as set forth in the copy of the Sixth, Fifth, Fourth, Third, Second and First Amendments to Certificate of Limited Partnership of Heritage Village Associates as currently filed in the office of the Secretary of State for Rhode Island, except that the name of RUDY K. MEISELMAN is deleted as a Limited Partner; that the name of PAUL F. LISCHIO is added as a Limited Partner; and the interests of the General Partners and Limited Partners are as set forth in Exhibit A, annexed hereto and made a part hereof. In all other terms, the Agreement of Limited Partnership remains the same.

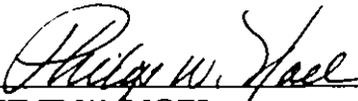
IN WITNESS WHEREOF, the undersigned have agreed to, signed and sworn to this Seventh Amendment to Certificate of Limited Partnership as of the 23rd day of July, 2004.

WITHDRAWING LIMITED PARTNER

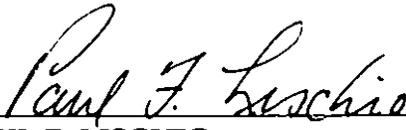
By: 
RUDY K. MEISELMAN

GENERAL PARTNERS

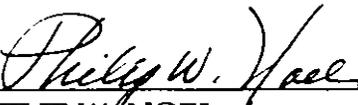

PAUL F. LISCHIO


PHILIP W. NOEL

ADDED LIMITED PARTNER


PAUL F. LISCHIO

LIMITED PARTNERS


PHILIP W. NOEL


ROGER L. CLIFTON


JAMES M. SLOAN, III, TRUSTEE

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on this 23rd day of July, 2004, before me personally appeared Rudy K. Meiselman, to me known and known by me to be one of the parties executing the foregoing instrument, and he acknowledged said instrument, executed by him, to be his free act and deed.

Nancy A. Gates
Notary Public
My commission expires: 6/24/05

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on this 23rd day of July, 2004, before me personally appeared Paul F. Lischio, to me known and known by me to be one of the parties executing the foregoing instrument, and he acknowledged said instrument, executed by him, to be his free act and deed.

Nancy A. Gates
Notary Public
My commission expires: 6/24/05

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on this 27th day of July, 2004, before me personally appeared Philip W. Noel, to me known and known by me to be one of the parties executing the foregoing instrument, and he acknowledged said instrument executed by him to be his free act and deed.

James M. Sloan III
Notary Public
My commission expires:

James M. Sloan, III
Notary Public of Rhode Island
My Commission Expires June 13, 2005

STATE OF RHODE ISLAND
COUNTY OF KENT

In Warwick, on this 29th day of July, 2004, before me personally appeared Roger L. Clifton, to me known and known by me to be one of the parties executing the foregoing instrument, and he acknowledged said instrument executed by him to be his free act and deed.

James M. Sloan III
Notary Public ~~Notary Public~~

My commission expires:

James M. Sloan, III
Notary Public of Rhode Island
My Commission Expires June 13, 2005

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on this 23rd day of July, 2004, before me personally appeared James M. Sloan, III, Trustee, to me known and known by me to be one of the parties executing the foregoing instrument, and he acknowledged said instrument, executed by him, to be his free act and deed, individually and in his capacity as Trustee.

Nancy A. Gates
Notary Public

My commission expires: 6/24/05

SCHEDULE A
TO SEVENTH AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
HERITAGE VILLAGE ASSOCIATES

<u>General Partners</u>	<u>Unit(s)</u>	<u>Percentage Interest</u>
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Paul F. Lischio
51 Searidge Drive
Narragansett, RI 02882

Philip W. Noel
20403 Wildcat Run Drive
Esteros, FL 33928

<u>Limited Partners</u>	<u>Units</u>	<u>Percentage Interest</u>
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Philip W. Noel
20403 Wildcat Run Drive
Esteros, FL 33928

Roger L. Clifton
7882 Bridger Canyon Road
Bozeman, MT 59715

James M. Sloan, III, Trustee
Frederick D. and Paula M. Schick
Irrevocable Trust
1309 Turks Head Building
Providence, RI 02903

Paul F. Lischio
51 Searidge Drive
Narragansett, RI 02882