

67581

CERTIFICATE OF LIMITED PARTNERSHIP

STATE OF RHODE ISLAND)
)
COUNTY OF PROVIDENCE) SS.:

We the undersigned, certify as follows:

1. Name: The name of the Partnership is ACP Shopping Center Assoc. L.P.

2. Business: The purpose of the Partnership is to acquire real estate, to develop the same by erecting thereon buildings, facilities, improvements and structures, and to hold, own, improve, operate, manage, service, lease, mortgage, encumber and sell the same and otherwise deal therewith as owner thereof and to acquire and likewise deal with additional real and personal property and to do and perform such other acts as may be necessary or appropriate to carry out the foregoing purposes, and to transact any other lawful business for which limited partnerships may be formed under the Rhode Island Uniform Limited Partnership Act.

3. Agent and address: The address of the specified office of the Partnership is: 1500 Turks Head Building Providence, Rhode Island 02903, and the name of the specified agent for service of process at such address is: Brendan P. Smith, Esq.

4. Partnership mailing address: An initial principal place of business of the Partnership is located at Suite 200, 76 Dorrance Street, Providence, Rhode Island 02903 but may be relocated by the

General Partners upon notice to the Limited Partners.

5. Names and addresses of partners: (a) The names and resident addresses of the General Partners are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Anthony C. Paolino, Inc.	76 Dorrance Street Providence, Rhode Island 02903 (Suite 200)
Donna M. Paolino	76 Dorrance Street Providence, Rhode Island 02903 (Suite 200)

(b) The names and resident addresses of the limited partner is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Paolino Family Partners	76 Dorrance Street Providence, Rhode Island 02903 (Suite 200)

6. Termination: The Partnership shall terminate as of December 31, 2050 unless sooner terminated and dissolved upon the occurrence of (a) the bankruptcy of both the individual and corporate General Partners; (b) the unanimous consent of the General and Limited Partners; or (c) the occurrence of any event which, under the Uniform Limited Partnership Act of the State of Rhode Island, causes a dissolution or termination of a limited partnership.

7. Partner contributions: The Partners have agreed to contribute the following amount in cash:

General Partners	\$1
Limited Partners	<u>\$99</u>
	<u>\$100</u>

8. Future contributions: Neither the Limited Partner nor the General Partner have agreed to make any additional contributions.

9. Return of capital: No partner shall have the right to demand the return of his or its contribution to the capital of the partnership or any part thereof, until the Partnership has been dissolved and terminated and no partner shall have the right to demand or receive property other than cash in return for his or its contribution.

10. Distributions: The net income, other than "available net income" herein-after defined and distributed as provided herein, shall be credited to the capital accounts of the General Partners and the Limited Partners, without priority, in proportion to their respective percentage interests in the Partnership. As used in this Certificate, the term, "available net income" for any year shall mean the excess, if any, of the net income of the Partnership for such year over all amounts paid or accrued in such year on account of the amortization of debts of the Partnership. The Partnership's available income, less such amounts as the General Partners may determine to be reasonably required for reserves for future operating needs of the Partnership, shall be distributed to the partners in proportion to their respective capital contributions not less than annually.

11. Assignment: Neither the General Partners nor the Limited Partner shall be permitted to sell or assign their respective interests in the partnership, and any such sale, assignment or conveyance shall be null and void. No partner shall have the right

to terminate it or her membership in the Partnership. The Partners shall not be permitted to convey their interests in the Partnership by gift, devise, or bequest provided however, with the permission of the corporate General Partner, the individual General Partner may convey her interest in the Partnership by gift, devise, or bequest to her children, or to a trust created for the benefit of her children or to a partnership which includes her children.

12. Additional partners: Additional limited partners may be admitted at the discretion of the corporate General Partner.

13. Priority: No Limited Partner has priority over any other partner with respect to the return of contributions or to compensation by way of income.

14. Continuation of business: The retirement, death or insanity of the individual General Partner shall not dissolve the partnership, nor shall the dissolution of the corporate General Partner dissolve the partnership. In the event of the retirement, death, or insanity of the individual General Partner or the dissolution of the corporate General Partner, the surviving General Partner may designate a successor to the retired, deceased, insane, or dissolved General Partner, or may continue as the sole General Partner.

IN WITNESS WHEREOF, we the undersigned, have signed and acknowledged this certificate in the State of Rhode Island and City of Providence this 30th day of December, 1991.

GENERAL PARTNERS

Anthony C. Paolino, Inc.

By: Donna M. Paolino
Donna M. Paolino, Vice President

Donna M. Paolino
Donna M. Paolino

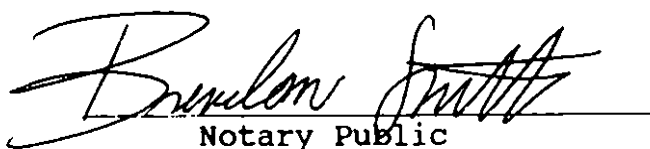
LIMITED PARTNERS

Paolino Family Partners

By: Donna M. Paolino
Donna M. Paolino
General Partner

State of Rhode Island
County of Providence

In Providence in said County on this 30th day of December, 1991 before me personally appeared Donna M. Paolino, individually to me known and known by me to be the person executing the foregoing instrument and she acknowledged said instrument by her executed to be her free act and deed and the free act and deed of Anthony C. Paolino, Inc. and Paolino Family Partners.


Notary Public

Received of [unclear]

Rec'd & Filed DEC 21 1991

SS # 24 69788