

157981

THIRD AMENDED CERTIFICATE
OF LIMITED PARTNERSHIP OF
QUAKER DEVELOPMENT COMPANY

Quaker Development Company was formed as a Limited Partnership under the laws of the State of Rhode Island ("the Partnership") pursuant to an Agreement of Limited Partnership dated as of September 30, 1975, and filed with the Secretary of State of the State of Rhode Island on October 28, 1975, by and between SIDNEY FAGELMAN and MARVIN P. KOSOW, both in their capacity as General Partners and Limited Partners.

WHEREAS, said Agreement was further amended by Amended Agreement and Certificate of Limited Partnership dated as of the 30th day of December, 1975, and filed with the Secretary of State of Rhode Island on May 10, 1976.

WHEREAS, said Agreement was further amended by Second Amended Agreement and Certificate of Limited Partnership dated as of the 16th day of June, 1976, and filed with the Secretary of State of Rhode Island on August 31, 1976.

WHEREAS, Sidney Fagelman, as sole General Partner wishes to further amend the Partnership Agreement to provide for the admission of additional limited partners.

NOW, THEREFORE, the original Limited Partnership Agreement, as amended by the Amended Agreement and Certificate of Limited Partnership dated as of the 30th day of December, 1975; and the Second Amended Agreement and Certificate of Limited Partnership dated as of June 16, 1976, and in accordance with the provisions of the Uniform Limited Partnership Act, Chapter 7.13-1, et seq. General Laws of the State of Rhode Island, do hereby certify, acknowledge and submit as to the establishment of Quaker Development Company, a Limited Partnership, the name of the Limited Partnership, the character of the business of the Limited Partnership, the location of its principal place of business, the names and places of residence of the General and Limited Partners, the term for which the Limited Partnership is to exist, the nature and amount of each Limited Partner's

capital contribution, and the times at which all events on the happening of which such contributions shall be made, the time when the contribution of each Limited Partner is to be returned, the share of the profits or other compensation by way of income which each Limited Partner is to receive by reason of his contribution, the right of a Limited Partner to substitute an assignee as contributor in his place and the conditions of the Limited Partnership are all as set forth in said Amended Agreement and Certificate of Limited Partnership of Quaker Development Company, and that the sole purpose of this Amendment to the Agreement and Certificate as heretofore amended is to cite the admission of additional Limited Partners and to amend the Schedule attached to said prior Amendments. The Schedule annexed hereto and made a part of the Second Amended Certificate and Agreement of Limited Partnership of Quaker Development Company is hereby amended to read as annexed to this Third Amended Agreement and Certificate of Limited Partnership of Quaker Development Company and made a part hereof and that said Schedule sets forth the names and places of residence of each Limited Partner, the amount of cash contribution by each Limited Partner and the times at which or events on the happening of which said cash contribution shall be made.

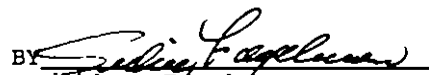
IN WITNESS WHEREOF, the parties hereto have executed this Third Amended Certificate of Limited Partnership as of the 30th day of August, 1976.

GENERAL PARTNER


Sidney Fagelman

LIMITED PARTNERS:

Robert B. Baumberg
Harold M. Ellison
Richard E. Gorse
Marvin P. Kosow
Beverly E. Lamm
Lawrence Bogorad
John F. Butler
Elizabeth M. Gumpertz
Sydney B. Karofsky
Alton G. Lipkin
Burton A. Sage
Arnold Shapiro
Howard Simpson
Gerald L. Zeitlin, M.D.

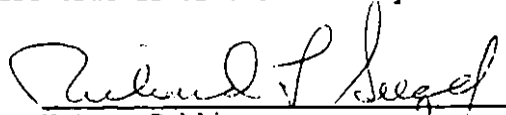
BY 
Sidney Fagelman
Attorney-in-Fact

COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, SS.

December 17, 1976

Then personally appeared before me Sidney Fagelman in his individual capacity and as Attorney-in-Fact of Robert B. Baumberg, Harold M. Ellison, Richard E. Gorse, Marvin P. Kosow, Beverly E. Lamm, Lawrence Bogorad, John F. Butler, Elizabeth M. Gumpertz, Sidney B. Karaofsky, Alton G. Lipkin, Burton A. Sage, Arnold Shapiro, Howard Simpson and Gerald L. Zeitlin, who, being duly sworn, acknowledged that he subscribed the foregoing Third Amended Certificate of Limited Partnership and declared that the statements therein set forth are true as of the 30th day of August, 1976.



Notary Public

My commission expires: 10/6/78

SCHEDULE

Amounts and Dates of Contributions

<u>Name and Address of Limited Partners</u>	<u>Total Amount to be Contributed by each Limited Partner</u>	<u>Upon Admission of Limited Partners</u>	<u>January 15 1976</u>	<u>January 15 1977</u>	<u>January 15 1978</u>	<u>January 15 1979</u>	<u>January 15 1980</u>
Robert B. Baumberg 160 State Street Boston, MA 02109	\$ 35,000.00	\$ 5,000.00	\$ 7,500.00	\$ 7,500.00	\$ 7,500.00	\$ 7,500.00	\$ 7,500.00
Harold M. Ellison 26 Ivanhoe Street Newton, MA 02158	\$ 35,000.00	\$ 5,000.00	\$ 7,500.00	\$ 7,500.00	\$ 7,500.00	\$ 7,500.00	\$ 7,500.00
Richard E. Gorsey 17 Stanford Road Wellesley, MA 02181	\$ 35,000.00	\$ 5,000.00	\$ 7,500.00	\$ 7,500.00	\$ 7,500.00	\$ 7,500.00	\$ 7,500.00
Beverly E. Lamm 42 Pine Grove Avenue Sharon, MA 02067	\$ 35,000.00	\$ 5,000.00	\$ 7,500.00	\$ 7,500.00	\$ 7,500.00	\$ 7,500.00	\$ 7,500.00
Lawrence Bogorad 2 White Pine Lane Lexington, MA 02173	\$ 35,000.00	\$ 7,000.00		\$ 7,000.00	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00
John F. Butler 255 Hale Street Prides Crossing, MA 01965	\$ 35,000.00	\$ 7,000.00		\$ 7,000.00	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00
Elizabeth M. Gumpertz 47 Orchard Avenue West Newton, MA 02165	\$ 35,000.00	\$ 7,000.00		\$ 7,000.00	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00
Sydney B. Karofsky 292 Summer Street Boston, MA 02193	\$ 35,000.00	\$ 7,000.00		\$ 7,000.00	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00
Alton G. Lipkin 127 Marsh Street Belmont, MA 02178	\$ 35,000.00	\$ 7,000.00		\$ 7,000.00	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00

Amounts and Dates of Contributions

Name and Address of <u>Limited Partners</u>	Total Amount to be Contributed by each <u>Limited Partner</u>	Upon Admission of <u>Limited Partners</u>	January 15 <u>1976</u>	January 15 <u>1977</u>	January 15 <u>1978</u>	January 15 <u>1979</u>	January 15 <u>1980</u>
Burton A. Sage 92 Whits End Road Concord, MA 01742	\$ 35,000.00	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00
Arnold Shapiro 50 Quincy Road Chestnut Hill, MA 02167	\$ 35,000.00	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00
Howard Simpson 8 Trotting Horse Drive Lexington, MA 02173	\$ 35,000.00	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00
Gerald L. Zeitlin 104 Plainfield Street Waban, MA 02168	\$ 35,000.00	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00	\$ 7,000.00
Marvin P. Kosow 824 Boylston Street Brookline, MA 02146	A two and one-half (2½%) percent interest fully paid.						

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