

JUL 20 1976

RECEIVED & FILED AUG 31 1976

SECOND AMENDED CERTIFICATE  
OF LIMITED PARTNERSHIP OF  
QUAKER DEVELOPMENT COMPANY

PRELIMINARY STATEMENT

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, Sidney Fagelman and Marvin P. Kosow wish to further amend the Partnership Agreement to provide for the withdrawal of Marvin P. Kosow as General Partner, leaving Sidney Fagelman as the sole General Partner; and to admit Marvin P. Kosow as Limited Partner.

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 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

and 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 Certificate as heretofore amended is to cite the withdrawal of MARVIN P. KOSOW as General Partner and to admit Marvin P. Kosow as a Limited Partner, and therefore, the schedule annexed to and made a part of the Amended Certificate and Agreement of Limited Partnership of Quaker Development Company is hereby amended to read as annexed to this Second Amended Certificate of Limited Partnership of Quaker Development Company and made a part hereof and that said schedule sets forth the name and place of residence of each Limited Partner, the amount of cash contribution by each Limited Partner and the terms at which or events on the happening of which they shall be made as it is in said prior Certificate.


IN WITNESS WHEREOF, the parties hereto have executed this Seconded Amended Certificate of Limited Partnership as of the 16th day of June, 1976.

GENERAL PARTNER

  
Sidney Fagelman

LIMITED PARTNERS:

Robert B. Baumberg  
Harold M. Ellison  
Richard E. Gorsey  
Marvin P. Kosow  
Beverly E. Lamm

BY   
Sidney Fagelman  
Attorney-in-Fact

WITHDRAWING GENERAL PARTNER

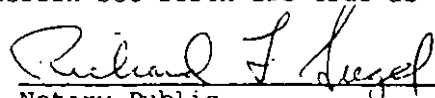
  
Marvin P. Kosow

COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, SS.

June 16, 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. Gorsey, Marvin P. Kosow and Beverly E. Lamm, who, being duly sworn, acknowledged that he subscribed the foregoing Second Amended Certificate of Limited Partnership and declared that the statements therein set forth are true as of the 16th day of June, 1976.

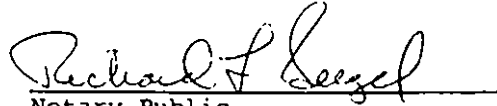
  
Notary Public  
My commission expires: 10/6/78

COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, SS.

June 16, 1976

Then personally appeared the above-named MARVIN P. KOSOW and acknowledged the foregoing instrument to be his free act and deed, before me,



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 19</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
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
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
Marvin P. Kosow 824 Boylston Street Brookline, MA 02146						
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

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