

138291

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

MEDINA II ASSOCIATES

CERTIFICATE
OF
LIMITED PARTNERSHIP

KNOW ALL MEN BY THESE PRESENTS, That we, Muslim Brothers Development Corporation and Sound Associates, as General Partners and Stuart E. Berelson, as the Limited Partner, desiring to form a limited partnership under and by virtue of the powers conferred by Chapter 7-13 of the General Laws of Rhode Island, do solemnly swear that:

FIRST. The name of the partnership shall be MEDINA II ASSOCIATES.

SECOND. The character of the business conducted by the partnership shall be the real estate business together with all other business necessary or related thereto, including but not limited to the ownership, financing, leasing, operation, management, development, improvement and the sale or transfer of real property.

THIRD. The principal place of business of the partnership shall be located at 596 Cranston Street, Providence, Rhode Island.

FOURTH. General Partners

Muslim Brothers Development Corporation
596 Cranston Street
Providence, Rhode Island

Sound Associates
720 Milton Road
Rye, New York 10580

Limited Partners

Stuart E. Berelson
17 Kodiak Drive
Woodbury, New York 11797

are the names and places of residence of all members of the partnership, both general and limited, as respectively designated.

FIFTH. The term of existence of the partnership shall be from the date of filing of this Certificate until December 31, 2025, unless sooner terminated according to the terms of the partnership agreement.

SIXTH. The following items listed immediately below shall be the contribution of each limited partner.

<u>Name of Limited Partner</u>	<u>Cash</u>	<u>Property other than Cash</u>	<u>Value</u>
Stuart E. Berelson	\$10.00	none	

SEVENTH. The items listed immediately below shall be the additional contributions, agreed to be made by each limited partner.

The Limited Partners have not agreed to make any additional contributions; however, the limited partners may make additional contributions as agreed upon between the partners, and the times at which or the events on the happening of which said contributions shall be made shall be as determined among the partners.

EIGHTH. The contribution of each limited partner shall be returned from the capital or profits of the partnership as agreed upon between the partners.

NINTH. Each limited partner shall, by reason of his contribution, receive a one (1%) percent interest in the net profit and/or loss of the limited partnership.

TENTH. Each or any limited partner shall have the right to substitute an assignee as contributor in his place, subject to the following terms and conditions: Only upon the written approval of the general partners and according to the terms of the limited partnership agreement.

ELEVENTH. Sound shall have the right to admit additional limited partners.

TWELFTH. No limited partner, shall have the right to priority over the other limited partners as to contributions or as to compensation by way of income.

THIRTEENTH. Upon the death, retirement or insanity of a general partner, the remaining general partner or partners shall have the right to continue the business.

FOURTEENTH. Any limited partner shall not have the right to demand and receive property other than cash in return for his contribution.

IN TESTIMONY WHEREOF, We have hereunto set our hands and stated our residences this 21st day of JANUARY A.D., 1980

<u>Name</u>	<u>Residence</u>
Muslim Brothers Development Corporation	596 Cranston Street Providence, Rhode Island

By: Robert W. Lewis
President

Sound Associates, by Independence Common Corp., its General Partner	720 Milton Road Rye, New York 10580
---	--

By Stuart E. Berelson

<u>Stuart E. Berelson</u> Stuart E. Berelson	17 Kodiak Drive Woodbury, New York 11797
---	---

STATE OF *N.Y.*)
COUNTY OF *N.Y.*)
ss.:

On this *21st* day of *JANUARY*, 19*80*, before me personally appeared *Stuart F. BERELUN*, to me known and known to me to be the individual described in and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

Sharon M. Siscope
Notary Public

SHARON M. SISCOPE
Notary Public
Certificate No. 40030
Commission Expires Feb. 10, 1980

.....03.....50.00
~1388 .647A14.....50.0081

RECEIVED & FILED FEB 13 1990
L-2:~

MUSLIM BROTHERS DEVELOPMENT CORPORATION

596 Cranston Street
Providence, Rhode Island

TO: Rhode Island Secretary of State

Please be advised that the Muslim Brothers Development Corporation, in its capacity as a General Partner of Medina Associates, hereby states that it has no objection to the use of the name Medina II Associates.

MUSLIM BROTHERS DEVELOPMENT
CORPORATION

By: Robert H. Lewis

Its: President