

Filing Fee: \$100.00

ID Number: 139690



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED PARTNERSHIP

CERTIFICATE OF LIMITED PARTNERSHIP
(To Be Filed In Duplicate Original)

The undersigned, desiring to form a limited partnership under and by virtue of the powers conferred by Section 7-13-8 of the General Laws, 1956, as amended, do execute the following Certificate of Limited Partnership:

1. The name of the limited partnership shall be:

RPL Family Limited Partnership

(The name must contain the words "limited partnership" or the letters and punctuation "L.P.")

2. The address of the specified office in this state where the records of the limited partnership shall be kept is:

56 Exchange Terrace, Providence, Rhode Island 02903

3. The name and address of the specified agent for service of process is Karen G. DelPonte, Esq.

(Name of Agent)

56 Exchange Terrace

Providence

RI 02903

(Street Address, not P.O. Box)

(City/Town)

(Zip Code)

4. The name and business address of each general partner is:

General Partner

Business Address

Helen M. Lyons

56 Exchange Terrace, Providence, RI 02903

5. The mailing address for the limited partnership is 56 Exchange Terrace

(Street Address)

Providence

Rhode Island

02903

(City/Town)

(State)

(Zip Code)

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6. Any other matters the partners determine to include herein:

(If additional space is required, please list on separate attachment.)

Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 4/28/2004

By TEH
Thomas E. Hichar, Attorney-In-Fact under Durable Power
of Attorney of Helen M. Lyons dated August 27, 1998

By _____

By _____

By _____

Signature(s) of all general partners named herein

**DURABLE POWER OF ATTORNEY
OF
HELEN M. LYONS**

I, HELEN M. LYONS, of Bristol, Rhode Island, appoint my daughter, MARY McLAUGHLIN, my son ROBERT P. LYONS, JR., and THOMAS E. HICHAH, of Warwick, Rhode Island, all three or any two of them acting together, or any one of them acting alone, my true and lawful attorneys (hereinafter "my attorneys or attorney"), with full power of substitution for me and in my name, place and stead:

1. COLLECTION. To demand, sue for, collect, receive and give discharges for any moneys, debts, rents, interest, dividends and other personal property at any time payable or belonging to me.
2. LEGAL ACTIONS AND SETTLEMENTS. To commence, prosecute, discontinue, defend and submit to judgment in any actions and other proceedings concerning me or my estate and to settle, compromise and submit to arbitration any matters concerning me or my estate as my attorneys or attorney may deem advisable.
3. INVESTMENT. To invest and reinvest my estate either in real estate or personal property, as my attorneys or attorney may deem advisable, including, without limitation, bonds, debentures, shares of stock, shares of and interests in investment companies and trusts, common trust funds, and other securities and investments, whether or not lawful investments for trust funds; and to exercise rights to subscribe for warrants for the purchase of stocks, bonds or other securities or investments and rights of conversion or exchange appertaining to any securities at any time belonging to me.
4. SALE, LEASE AND MANAGEMENT. To sell all or any portion of my estate, real or personal, at public or private sale, for cash or upon credit, together or in parcels; to lease for any term; to give options to purchase or lease; to rescind or vary, on terms or gratuitously, any contract of sale or option; to contract for and make repairs, alterations, replacements and improvements to real estate; to employ real estate agents or managers, to take any action with respect to tenants, including notice to quit and ejection; to present for redemption or sale any bonds, debentures, shares of stock, rights of subscription, option warrants or other securities or personal property belonging to me; all upon such terms and conditions as my attorneys or attorney may deem advisable.
5. VOTING STOCK. To vote stock owned by me, to appoint general or specific proxies, and to place such stock in voting trusts, upon such terms and conditions as my attorneys or attorney may deem advisable.

6. ADDITIONAL POWERS OVER STOCK. To participate in or disapprove any reorganization, recapitalization, consolidation, merger or winding up of, or any action by, or the readjustment of the indebtedness of any corporations or companies in which I may at any time hold stock, shares or other securities; to deposit such stock with or give general or specific proxies to any committees or depositaries in connection with any such reorganization, recapitalization, consolidation, merger or winding up, or readjustment of indebtedness, and to withdraw any such deposit; all upon such terms and conditions as my attorneys or attorney may deem advisable.

7. LIFE INSURANCE. To apply for, pay premiums on and maintain any policies of insurance on my life; to apply dividends on any such insurance to pay premiums thereon; to exercise all rights of ownership over any such insurance, including, without limitation, rights to assign, borrow upon, pledge or surrender such insurance, to change beneficiaries or to convert it into paid-up insurance.

8. OTHER INSURANCE. To apply for, pay premiums on, and maintain any policies of insurance which my attorneys or attorney may deem advisable, including, without limitation, accident, health, hospitalization and medical coverage, and insurance against loss of or damage to any property, real or personal, at any time belonging to me; in the event of any loss, damage or expense thus insured against, to apply for recovery or reimbursement under any such insurance policies and to agree to the determination of the amount of such loss, damage or expense as my attorneys or attorney may deem advisable.

9. HEALTH AND SOCIAL SECURITY BENEFITS. To execute and file, in my behalf, any applications, certificates or other instruments which may be required by law to obtain medical, hospitalization, convalescent or nursing care or any other benefits or public assistance provided by any governmental agency, including, without limitation, any benefits under the Federal Social Security program; and to execute and file in my behalf any applications, certificates or other instruments which may be necessary or appropriate to obtain my admission to any institutions, public or private, for medical treatment, hospitalization, and convalescent or nursing care or otherwise for my health and welfare.

10. BENEFIT PLANS. To make contributions or withdrawals, to execute assignments, disclaimers or waivers of any rights (statutory or otherwise), and to effect "roll-overs" and change of beneficiary designations with respect to any individual retirement account, employee benefit plan, qualified retirement plan, deferred compensation plan or other similar plan of which I am an owner or beneficiary.

11. MOTOR VEHICLES. To register any vehicles owned by me; and to apply for any license or permit of any type whatsoever as my attorneys or attorney may deem advisable.

12. PAYMENT OF OBLIGATIONS. To pay any obligations or liabilities incurred by me or incurred by my attorneys or attorney in the exercise of the powers conferred hereunder, including, without limitation, such expenses as to provide for my comfortable care, maintenance or support and any medical treatment, hospitalization, and convalescent or nursing care which I may require.

13. BORROWING. To borrow money from any lenders but without my attorneys or attorney's individual liability therefor, and as security for such borrowing to mortgage or pledge all or any part of my estate, real or personal, upon such terms as my attorneys or attorney shall deem advisable; and no lender shall be responsible for the application of the proceeds.

14. COLLATERAL. To take any action which my attorneys or attorney may deem advisable with respect to any loans for which property of mine may be held as collateral; to consent to the sale of all or any part of such collateral; and to make any other arrangements whatsoever with respect thereto.

15. AGENTS. To deal with, direct and employ such legal counsel, investment counsel, agents and employees as my attorneys or attorney may deem advisable.

16. TAX RETURNS. To execute and file any tax returns, including, without limitation, any income tax or information return required by the laws of the United States or any State or the District of Columbia; to execute and file such protests, affidavits, claims for abatement, refund or credit, bonds, powers of attorney, petitions, appeals to the Director of Internal Revenue, to the United States Tax Court or otherwise, compromises and agreements, including closing agreements, as my attorneys or attorney may deem advisable; to execute and deliver receipts and discharges for any sums refunded and waivers and agreements extending the time within which any taxes may be assessed against me, waiving any restriction, consenting to any taxes or any assessments or collections, or for any other purpose in my interests; to employ such legal counsel as my attorneys or attorney may deem advisable in connection with any matters or proceedings relating to any such taxes and to execute such powers of attorney to any such counsel as may be required.

17. BANKING. To deposit funds in such banking institutions or bank accounts as my attorneys or attorney shall deem advisable, including any bank accounts in the joint names of myself and my attorneys or attorney or of myself and any other person or persons, and to endorse checks and other instruments payable to my order for collection and deposit; on my behalf and for the purposes of exercising any of the powers granted hereby, to draw checks on any bank accounts standing in my name or jointly as aforesaid, and to withdraw money from any savings accounts standing in my name or jointly as aforesaid (and to execute in my behalf any authorizations, certificates or other instruments required by any such banking institution in connection with the exercise of the aforesaid

powers); and no banking institution or payee shall be responsible for the application of the proceeds of any check or withdrawal.

18. SAFE DEPOSIT BOXES. To have access to any safe deposit boxes, whether in my name alone or in my name jointly with any other person or persons, including my attorneys or attorney, at any bank or other place; to remove any securities or other property from any such box; and to execute in my behalf any authorizations, certificates or other instruments required by any banking institutions or other depositories in connection with access to such safe deposit boxes as aforesaid.

19. DISCLAIMERS; TRUSTS; GIFTS. To disclaim or renounce any property, real or personal, to which I might otherwise be entitled; to transfer securities and other property, real or personal, to any trust established by me, whether before or after execution of this power; to establish trusts and transfer any property, real or personal, to trusts for the management of such property during my lifetime; and to make such gifts (to my attorneys or attorney and others) and such contributions for charitable, religious, educational and public purposes as my attorneys or attorney may deem advisable in light of my past practice, my estate plan and my desire to minimize current and prospective state and federal income, estate and generation-skipping taxes. Gifts to any attorney in fact hereunder shall be limited to Five Thousand Dollars each in any calendar year.

20. GENERAL POWERS. To do all other acts and enter into all transactions which my attorneys or attorney shall deem necessary or proper for the protection of my estate and interests.

21. DOCUMENTS. To execute, acknowledge and deliver all endorsements, assignments, bills of sale, transfers, deeds, instruments of lease, mortgages, pledges, notes, powers of attorney, proxies, certificates, applications, receipts, discharges and other instruments and to execute all other documents and do all other acts which may be necessary or proper in connection with the exercise of any of the foregoing powers and for carrying out any powers incidental thereto.

I give my attorneys or attorney full power and authority to do every necessary or proper act which I might or could do if personally present, hereby ratifying and confirming all that my attorneys or attorney shall lawfully do or cause to be done by virtue hereof.

This power of attorney shall not be affected by my subsequent incompetency.

This power of attorney shall become effective upon my disability. In determining whether I am disabled, my attorney or attorneys and any person dealing with my attorney

or attorneys may rely upon a certificate signed by an attending physician of mine that I am no longer able to manage my estate as a result of mental or physical disability (the determination as to whether the certifying physician is an attending physician of mine to be made solely by my attorney or attorneys). No court determination of my incompetency shall be required. No person dealing with my attorney or attorneys shall be required to inquire as to the currency of such certificate or to request additional certification. No person dealing with my attorney or attorneys shall be liable for or responsible for reliance on such certificate.

IN WITNESS WHEREOF, I have executed this document and two counterparts hereof on August 27, 1998.

WITNESS:

Christine F. Blessing
Danielle R. Harber HELEN M. LYONS
HELEN M. LYONS

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In said County and State on August 27, 1998, before me personally appeared HELEN M. LYONS, to me known and known by me to be the person executing the foregoing instrument, and she acknowledged said instrument by her so executed to be her free act and deed.

Karen G. Del Ponte
Notary Public
KAREN G. DELPONTE, Notary Public
State of Rhode Island and Providence Plantations
My Commission Expires 7/2/2001

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