

FOURTH AMENDMENT TO THE LIMITED
PARTNERSHIP AGREEMENT AND
CERTIFICATE OF MEDINA ASSOCIATES

AGREEMENT OF AMENDMENT, dated as of the 13th day of April 1983 by and among Mast Construction, Inc., a Rhode Island corporation, as Managing General Partner; Muslim Brothers Development Corporation, a Rhode Island Corporation, as a General Partner; Sound Associates, a Rhode Island Limited Partnership, as the Class A Limited Partner and Waverly Associates, a Rhode Island Limited Partnership, as the Investor Limited Partner.

WHEREAS, The parties hereto are partners in Medina Associates, a Rhode Island Limited Partnership pursuant to a Partnership Agreement and Certificate dated August 13, 1979 (filed on August 14, 1979), amended by Certificate dated March 10, 1980 (filed on March 31, 1980), and further amended by Certificate dated June 11, 1981 (filed on October 5, 1981); and

WHEREAS, the parties hereto desire to further amend the Partnership Agreement and Certificate.

NOW, THEREFORE, it is hereby agreed that the Partnership Agreement and Certificate of Medina Associates as is presently in effect, shall be modified as follows:

1. The last sentence of Section 6.9 shall be deleted in its entirety.
2. The General Partners shall not be entitled to receive repayment of more than 50% of the principal amount of any loans to the Partnership (excluding Subordinated Loans and Construction Completion Loans, the repayment of which shall be governed by the existing Partnership Agreement), until the Investor Limited Partner shall receive

all sums due to them pursuant to item Fifth of paragraph B of Section 10.2 of the Partnership Agreement.

In addition to the foregoing, pursuant to paragraph 7.1. C. of the Partnership Agreement, Mast withdraws as the Managing General Partner and Sound shall become the substitute Managing General Partner.

Except as hereinbefore set forth, the Amended and Restated Limited Partnership Agreement of Medina Associates shall remain unchanged.

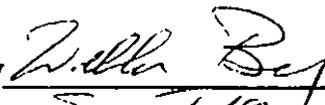
WHEREAS, the parties hereto have executed same as of this 13th day of April, 1983.

CLASS A LIMITED PARTNER,
NEW MANAGING GENERAL
PARTNER

SOUND ASSOCIATES, a Rhode
Island Limited Partnership,
by INDEPENDENCE COMMON
CORPORATION, General
Partner

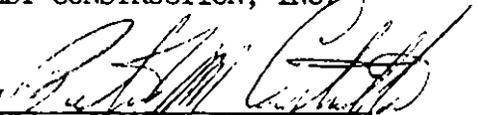
By 
Stephen A. Weiss, President
GENERAL PARTNER

MUSLIM BROTHERS DEVELOPMENT
CORPORATION

By 
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CLASS B. LIMITED PARTNER,
MANAGING GENERAL PARTNER
and WITHDRAWING MANAGING
GENERAL PARTNER

MAST CONSTRUCTION, INC.

By 
Peter M. Castriotta
Vice President

INVESTOR LIMITED PARTNER

WAVERLY ASSOCIATES *

By 
Stephen A. Weiss, President

* a Rhode Island limited
partnership
By SOUND ASSOCIATES, General
Partner of Waverly Associates,
by INDEPENDENCE COMMON
CORPORATION, General Partner
of SOUND ASSOCIATES

STATE OF NEW YORK)
COUNTY OF N. Y. ss.:

On the 26 day of April, 1983, before me personally came STEPHEN A. WEISS, to me known, who by me duly sworn did depose and say that he resides at Cottage Avenue, Purchase, New York, that he is the President of Independence Common Corporation, the corporation described in and which executed the foregoing instrument as General Partner of Sound Associates, a Rhode Island Limited Partnership, that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation and he signed his name thereto by like order.

Sharon M. Scroope
Notary Public

SHARON M. SCROOPE
Commissioner of Deeds
City of New York No. 4-2030
Certificate filed in New York County
Commission Expires April 1, 1984

STATE OF Rhode Island
COUNTY OF Providence ss.:

In Providence in said County on the 2nd day of November, 1983, before me personally appeared the above named WALL BEY of MUSLIM BROTHERS DEVELOPMENT CORPORATION, to me known and known by me to be the person executing the foregoing instrument for and on behalf of said Muslim Brothers Development Corporation, and he acknowledged said instrument by him executed in his said capacity to be his free act and deed and the free act and deed of said Muslim Brothers Development Corporation.

James A. O'Leary
Notary Public

STATE OF RHODE ISLAND)

ss:

COUNTY OF)

In Providence in said County of the 1st day of ^{November} 1983, before me personally appeared the above named Peter M. ^{Casriotta} of MAST CONSTRUCTION, INC., to me known and known by me to be the person executing the foregoing instrument for and on behalf of said Mast Construction, Inc., and he acknowledged said instrument by him executed in his said capacity to be his free act and deed and the free act and deed of said Mast Construction, Inc.

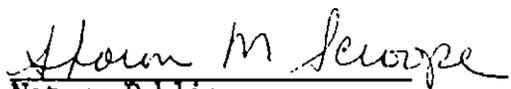

Notary Public
My Commission Expires
June 30, 1986

STATE OF NEW YORK)

ss.:

COUNTY OF *n.y.*)

On the *16* day of *April*, 1983, before me personally came STEPHEN A. WEISS, to me known, who by me duly sworn did depose and say that he resides at Cottage Avenue, Purchase, New York, that he is the President of Independence Common Corporation, the general partner of Sound Associates, which is the general Partner of WAVERLY ASSOCIATES, a Rhode Island Limited Partnership, that he knows the seal of said corporation, that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation and that he signed his name thereto by like order.


Notary Public

SHARON M. SCROOPE
Commissioner of Deeds
City of New York No. 4-2030
Certificate filed in New York County
Commission Expires April 1, 1984



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