

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

AGREEMENT OF AMENDMENT, dated as of the 11th day of March, 1980 by and among Mast Construction, Inc., a Rhode Island corporation, as the Managing General Partner; Muslim Brothers Development Corporation, a Rhode Island corporation, as a General Partner; Sound Associates, a Rhode Island Limited Partnership, as Class A Limited Partner and Waverly Associates, a Rhode Island limited partnership, as the Investor Limited Partner.

WHEREAS, Medina Associates was amended by a Second Amendment and Restated Limited Partnership Agreement and Certificate dated March 10, 1980 which was filed with the Rhode Island Secretary of State on March 31, 1980;

WHEREAS, under the terms of an escrow instruction letter dated March 31, 1980 addressed to U.S. Trust Company, Medina Associates directed that U.S. Trust Company pay a \$10,000 consulting fee to Prudential Equities, Inc., and a \$15,000 tax advice fee to Winthrop Financial Co., Inc.; and

WHEREAS, that \$40,000 of payments was supplied by Waverly Associates; and

WHEREAS, Article V of the Second Amended and Restated Limited Partnership Agreement and Certificate of Medina Associates should be conformed to recognize the fact that Waverly Associates made a \$40,000 capital contribution to Medina Associates which contribution was used by Medina Associates to pay the \$40,000 in fees referred to above.

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

Article V, Section 5.1 shall be amended to add a new subparagraph (1) which shall read as follows:

(1) \$40,000 ("the 1980 installment") shall be payable on April 1, 1980;

The Subsections in Section 5.1, Payments shall be renumbered (2), (3), (4) and (5).

Otherwise the Second Amended and Restated Limited Partnership Agreement shall remain unchanged.

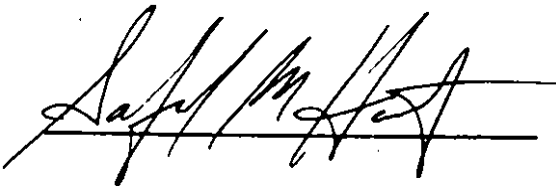
WITNESS the execution of the seal as of the 17th day of June, 1981.

WITNESS:

GENERAL PARTNERS

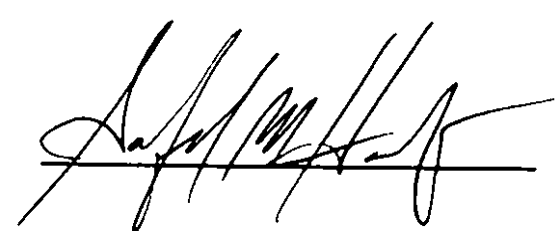
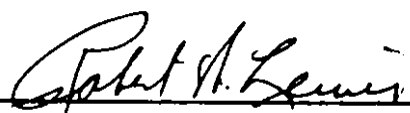
MAST CONSTRUCTION, INC.

By


 
(Title)

MUSLIM BROTHERS DEVELOPMENT
CORPORATION

By


 PRESIDENT
(Title)

CLASS A LIMITED PARTNER

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

Shirley E. Burch

By Stephen J. Burch Pres
(Title)

CLASS B LIMITED PARTNER

MAST CONSTRUCTION, INC.

Robert M. Mast

By Robert M. Mast Pres
(Title)

INVESTOR LIMITED PARTNER

WAVERLY ASSOCIATES, a Rhode Island
Limited Partnership, by Sound
Associates, a General Partner of
Waverly Associates, by Independence
Common Corporation, General Partner
of Sound Associates

Shirley E. Burch

By Stephen J. Burch Pres
(Title)

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