

State of Rhode Island and Providence Plantations

CERTIFICATE

(LIMITED PARTNERSHIP)

49293

Know all Men by These Presents, That we, Kelly & Picerne Venture Corp., Picerne Investment Corporation and Ronald R.S. Picerne

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 SIMMONSVILLE ASSOCIATES II

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 1265 Reservoir Avenue, Cranston, Rhode Island
(No. Street, City or Town, State.)

FOURTH.	General Partners	Residence (No. Street, City or Town, State.)
	Kelly & Picerne Venture Corp.	1265 Reservoir Avenue Cranston, Rhode Island

	Limited Partners	Residence (No. Street, City or Town, State.)
	Picerne Investment Corporation	1265 Reservoir Avenue Cranston, Rhode Island
	Ronald R.S. Picerne	130 Greening Lane Cranston, Rhode Island

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, 2019, 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.

Name of Limited Partner	Cash	Property other than Cash	Value
Picerne Investment Corporation	\$100.00	None	
Ronald R. S. Picerne	\$100.00	None	

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

Name of Limited Partner	Cash	Property other than Cash	Value
The Limited Partners have not agreed to make any additional contributions; however, the limited partner may make additional contributions as agreed upon between the partners, provided, however, the limited partners percentage interest shall remain the same.			

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 only upon termination of the limited partnership.

NINTH. Each limited partner shall, by reason of his contribution, receive a forty-nine percent (49%) 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. The partners shall have the right to admit additional limited partners.

TWELFTH. No ~~xx~~ limited partner, shall have the right to priority over the other limited partners as to contributions or as to compensation by way of income, ~~and the number of such priority shall be~~

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 31st day of August A. D. 19 79.

Name	Residence (No. Street, City or Town, State.)
Kelly & Picerne Venture Corp.	1265 Reservoir Avenue
By: <u>Ronald R. S. Picerne</u>	Cranston, Rhode Island
Its:	
Picerne Investment Corporation	1265 Reservoir Avenue
By: <u>Ronald R. S. Picerne</u>	Cranston, Rhode Island
Its:	
Ronald R. S. Picerne	130 Greening Lane
State of Rhode Island,	Cranston, Rhode Island
County of Providence }	In the City of Cranston
	XXXX

in said county, this 31st day of August, A. D. 19 79,
then personally appeared before me the
of Kelly & Picerne Venture Corp., the
of Picerne Investment Corporation and
Ronald R. S. Picerne

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed, and the free act and deed of their respective corporation.

James A. O'Leary
Notary Public.
JAMES A. O'LEARY
Notary Public

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SIMMONSVILLE ASSOCIATES

1265 Reservoir Avenue
Cranston, Rhode Island

September 6, 1979

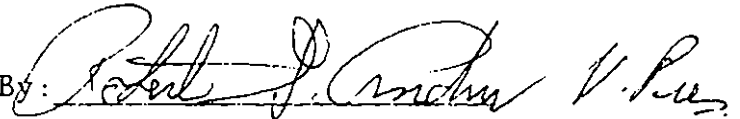
Secretary of State
State House
Smith Street
Providence, Rhode Island

Dear Sir:

Please be advised that Simmonsville Associates has no objection to the use of the name "Simmonsville Associates II" as a limited partnership name.

Sincerely,

Simmonsville Associates
by a General Partner,
Kelly & Picerne, Inc.

By:  V. Picerne