

48295

SECOND AMENDED
AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP
OF
CROSS STREET ASSOCIATES

We, the undersigned, being all of the partners of CROSS STREET ASSOCIATES, and being desirous of further amending the Agreement and Certificate of Limited Partnership of CROSS STREET ASSOCIATES, filed in the office of the Secretary of State of Rhode Island on June 20, 1977, pursuant to the Uniform Limited Partnership Act of the State of Rhode Island, (Chapter 13, Title 7 of the G.L. of R.I. 1956, as amended), as amended by Amended Agreement and Certificate of Limited Partnership of Cross Street Associates filed on November 8, 1977, being severally duly sworn do hereby depose and state as follows:

1. The Limited Partner, Rapco Building Company, by assignment dated November 15, 1979, assigned its 1% interest as a limited partner to George A. Courtot, presently of 95 Summer Street, Wrentham, Massachusetts 02093.

2. Charles N. Lawrence has assigned 1% of his limited partnership interest to James Lawrence, 850 Weir Street, James Island, Charleston, South Carolina 29412.

FILED
AUG 19 1994
BY *[Signature]*
1377/14

3. Charles N. Lawrence has retained a 1% general partnership interest and a 96% limited partnership interest.

4. The General Partners assent to such assignments.

5. Paragraph 5.1 of the Agreement and Certificate of Limited Partnership, hereinabove referred to, is amended to reflect such assignments as follows:

5.1 The percentage interests of the Partners shall be as follows:

<u>General Partners</u>	<u>Percentage Interest</u>
Charles N. Lawrence	1%
George A. Courtot	1%
<u>Limited Partners</u>	<u>Percentage Interest</u>
Charles N. Lawrence	96%
James Lawrence	1%
George A. Courtot	1%

6. Otherwise than as hereinabove amended, the Agreement and Certificate of Limited Partnership of CROSS STREET ASSOCIATES filed on June 20, 1977, as amended by Amended Agreement and Certificate of Limited Partnership filed on November 8, 1977, shall remain in full force and effect.

IN TESTIMONY WHEREOF, we have set our hands and stated
our residences as of this 19th day of MAY
1994.

General Partners

Charles N. Lawrence
Charles N. Lawrence

110 Ewbank Drive
Hendersonville, NC 28739-2206

George A. Courtot
George A. Courtot

95 Summer Street
Wrentham, MA 02093

Limited Partners

Charles N. Lawrence
Charles N. Lawrence

110 Ewbank Drive
Hendersonville, NC 28739-2206

George A. Courtot
George A. Courtot

95 Summer Street
Wrentham, MA 02093

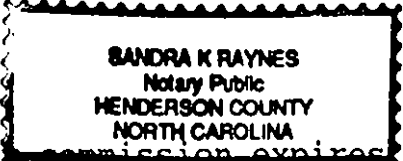
Substituted Limited Partners


James Lawrence
James Lawrence

850 Weir Street
James Island
Charlestown, SC 29412

STATE OF NORTH CAROLINA
COUNTY OF HENDERSON


In HENDERSONVILLE , in said County, on the 19 day
of May , 1994 , before me personally appeared
Charles N. Lawrence, known to me and known by me to be a
general partner and limited partner of CROSS STREET
ASSOCIATES, and to be the person executing the foregoing
Second Amended Agreement and Certificate of Limited
Partnership, and, first being duly sworn, made affidavit that
the facts contained therein are true to the best of his
knowledge and belief and he acknowledged said instrument by
him executed to be his free act and deed.


My commission expires 1-15-97


Notary Public

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, in said County, on the 14th day
of July , 1994 , before me personally appeared
George A. Courtot, known to me and known by me to be a general
partner and limited of CROSS STREET ASSOCIATES and the
person executing the foregoing Second Amended Agreement and
Certificate of Limited Partnership, and, first being duly
sworn, made affidavit that the facts contained therein are
true to the best of his knowledge and belief and he
acknowledged said instrument by him executed to be his free
act and deed.

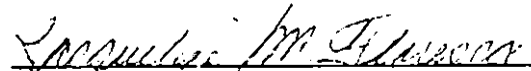

Notary Public

My commission expires:

6/26/98

STATE OF SOUTH CAROLINA
COUNTY OF CHARLESTON

In Charleston , in said County, on the 23rd day of May , 1994 , before me personally appeared James Lawrence, known to me and known by me to be a substitute limited partner of CROSS STREET ASSOCIATES and the person executing the foregoing Second Amended Agreement and Certificate of Limited Partnership, and, first being duly sworn, made affidavit that the facts contained therein are true to the best of his knowledge and belief and he acknowledged said instrument by him executed to be his free act and deed.



Notary Public for South Carolina

My commission expires: 10/28/95



NO. 100-101-102

100-101-102

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