RECEIVED & FILED JUN 19 1978

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SECOND AMENDING CERTIFICATE

TO

CERTIFICATE OF LIMITED PARTNERSHIP

OF

EAST PROVIDENCE COMPANY

STATE OF RHODE ISLAND)
) ss.
COUNTY OF PROVIDENCE)

We, the undersigned, desiring to amend the Certificate of Limited Partnership (the "Certificate") of East Providence Company (the "Partnership") filed in the office of the Secretary of State of the State of Rhode Island on August 6, 1971, and being duly sworn, do hereby certify as follows:

1. Paragraph IV of the Certificate is amended to reflect the assignment by Westminster Properties, Inc. of its limited partnership interest to The Rhode Island Land Company by instrument dated August 14, 1975, and as amended hereby, Paragraph IV shall read in its entirety as follows:

"IV. The name and place of residence of the general partner of the partnership is as follows:

Name	Place of Residence
The Providence Company	908 Hospital Trust Bldg. Providence, Rhode Island 02903

The name and place of residence of each limited partner of the partnership is as follows:

Name	Place of Residence
The Rhode Island Land Company	908 Hospital Trust Bldg. Providence, Rhode Island 02903

IN WITNESS WHEREOF, the undersigned have executed these

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presents on the 19th day of Jan 1978.

GENERAL PARTNER

THE PROVIDENCE COMPANY

By The Rhode Island Land Company

By, Peter C. Mutty, President

LIMITED PARTNER

THE RHODE ISLAND LAND COMPANY

By Peter C. Mutty, President

STATE OF RHODE ISLAND)
) ss.
COUNTY OF PROVIDENCE)

On the 19th day of Jan 1978, before me personally appeared Peter C. Mutty, President of The Rhode Island Land Company, to me known and known by me to be the person executing the foregoing, and he acknowledged that he executed the foregoing as his free act and deed and as the free act and deed of said corporation.

Joyce J. Leite
Notary Public
My Commission Expires June 30, 1981