

RECEIVED & FILED OCT 4 1978

Inc.

157982

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

CERTIFICATE

(Limited Partnership)

KNOW ALL MEN BY THESE PRESENTS, THAT

We, ERIC HAUSER, SCOTT B. LAURANS, MARIANNE HAUSER and MONICA H. LAURANS, 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 PROFOUR ENTERPRISES.

SECOND. The purpose of the Limited Partnership is to purchase, subscribe for, assign, pledge or otherwise acquire, hold, own, sell or otherwise dispose of commodities, commodity futures, stocks, bonds, shares, debentures, securities and other evidences of ownership in or indebtedness of any person, firm, association, corporation, state or government, and, while the owner or holder thereof, to exercise all the rights, powers and privileges of ownership including the right to vote thereon, and to transact or do any other business or thing which is incidental to or growing out of or connected with such purpose.

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THIRD. The principal place of business of the partnership shall be located at 166 Nayatt Road, Barrington, Rhode Island.

FOURTH.

General Partners

Residence

Eric Hauser

166 Nayatt Road
Barrington, Rhode Island

Scott B. Laurans

35 Barberry Hill Road
Providence, Rhode Island

Limited Partners

Marianne Hauser

166 Nayatt Road
Barrington, Rhode Island

Monica H. Laurans

35 Barberry Hill Road
Providence, 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 the filing for record of this certificate in the office of the Secretary of State of the State of Rhode Island until the termination thereof upon the sale or other disposition of the partnership property; the retirement, death, bankruptcy or insanity of a general partner and the failure of a remaining general partner, prior to the retirement or within ninety (90) days after such death, bankruptcy or insanity, to elect to continue the business of the partnership; or any event which, as a matter of law, would result in the dissolution or termination of the partnership.

SIXTH. The following items listed immediately below shall be the contribution of the limited partners:

<u>Name of Limited Partner</u>	<u>Cash</u>	<u>Property Other Than Cash</u>
Marianne Hauser	\$100,000	None
Monica H. Laurans	50,000	None

SEVENTH. The limited partners have not agreed to nor shall they be required to make any additional contributions to the capital of the partnership.

EIGHTH. The contributions of the limited partners shall be returned, to the extent that funds are available for such purpose after payment of all debts of the partnership, upon the termination and liquidation of the partnership.

NINTH. The limited partners shall, by reason of their contributions, receive a share of the annual net income of the partnership, after the deduction of such amounts as shall be determined by the general partners to be reasonably required for reserves and for future operating needs of the partnership.

TENTH. A limited partner shall have the right to assign all or any part of her interest (i) to a spouse, or to a descendant or parent, a brother or sister or a nephew or niece of such limited partner, or to descendants of any of them, (ii) to a trust for the lifetime benefit of any one or more of the foregoing, or (iii) to any recognized charitable or eleemosynary

institution or organization. Any such permitted assignee shall apply for admission to the partnership and shall be admitted as such, provided, however, that no minor or incompetent, and no organization prohibited by law from being a limited partner, shall be so admitted. If the entire interest of a deceased limited partner shall pass by bequest or distribution to one or more individuals, trustees or charities to whom or to which such deceased limited partner could while alive has assigned any part of her interest, as above provided, such transferee shall apply for admission to the partnership as a limited partner and, upon such application, shall be admitted to such in place of the deceased limited partner. In the event of the insanity of a limited partner, the legal representative of the insane limited partner may also, upon application, be admitted as a limited partner in the place of the insane limited partner. If the interest of a limited partner is transferred to a trust for the lifetime benefit of any one or more of the persons to whom a limited partner could have assigned any part of his or her interest as above provided, then upon the termination of such trust, such interest may be transferred to any person or trust to whom or which the settlor of the trust was created could have assigned his or her interest. A limited partner shall not have the right to assign all or any part of her interest except as

set forth hereinabove without first offering her interest to the other partners for sale.

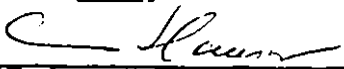
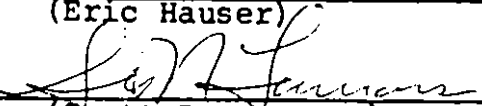
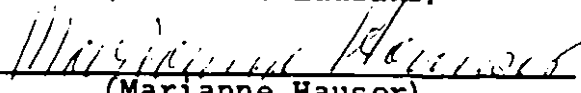
ELEVENTH. The partners shall not have the right to admit additional limited partners except as provided in paragraph TENTH hereof.

TWELFTH. No limited partner shall have the right to priority over other limited partners as to contributions or as to compensation by way of income.

THIRTEENTH. Upon the retirement, death, bankruptcy or insanity of a general partner, a remaining general partner may, within ninety (90) days after the date of such death, bankruptcy or insanity, or prior to the date of such retirement, elect to continue the business of the partnership.

FOURTEENTH. The limited partners shall not have the right to demand and receive property other than cash in return for their contributions.

IN TESTIMONY WHEREOF, we have hereunto set our hands and stated our residences this 4th day of October , 1978.

<u>Name</u>	<u>Residence</u>
<u></u> (Eric Hauser)	<u>166 Nayatt Road, Barrington, R.I.</u>
<u></u> (Scott B. Laurans)	<u>35 Barberry Hill Road, Providence, R.I.</u>
<u></u> (Marianne Hauser)	<u>166 Nayatt Road, Barrington, R.I.</u>
<u></u> (Monica H. Laurans)	<u>35 Barberry Hill Road, Providence, R.I.</u>

STATE OF RHODE ISLAND)
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COUNTY OF PROVIDENCE)

In the City of Providence in said County, this
4th day of October, 1978, then personally appeared before
me Eric Hauser, Scott B. Laurans, Marianne Hauser and Monica
H. Laurans, to me known and known by me to be the parties
executing the foregoing instrument, and they acknowledged
said instrument by them executed to be their free act and deed.

James P. Kelly
Notary Public

My Commission expires June 30, 1981