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THIRD AMENDMENT
TO
AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP
OF
GREENTREE ASSOCIATES

The undersigned, in compliance with the provisions of the Uniform Limited Partnership Act of the State of Rhode Island, as amended, do hereby certify, acknowledge and submit as to the establishment of the Partnership:

That the Agreement of Limited Partnership of Greentree Associates dated September 28, 1982 and the Certificate of Limited Partnership of Greentree Associates recorded with the Secretary of State of the State of Rhode Island on September 28, 1982; as amended by a First Amendment dated and recorded with the Secretary of State of the State of Rhode Island on September 30, 1982; and as amended by a Second Amendment executed June 17, 1983 and recorded with the Secretary of State of the State of Rhode Island on June 24, 1983;

Are hereby amended as follows in further consideration of the terms of said Agreement and Certificate:

1. Kelly & Picerne Venture Corp., 75 Lambert Lind Highway, Warwick, Rhode Island is hereby admitted to the Partnership as a Limited Partner with an interest ("percentage interest") in the Partnership as follows:

	<u>Capital Contribution</u>	<u>Interest in the Partnership</u>
Kelly & Picerne Venture Corp.	\$400	39.49%

2. David R. Picerne, Robert M. Picerne and Kenneth A. Picerne shall remain as General Partners with an interest ("percentage interest") in the Partnership as follows:

	<u>Capital Contribution</u>	<u>Interest in the Partnership</u>
David R. Picerne	\$400	4%
Robert M. Picerne	400	4%
Kenneth A. Picerne	200	2%

3. Thomas R. Broussard shall continue as a Limited Partner and shall have a percentage interest in the Partnership of 50.51%.

4. Picerne Investment Corporation hereby withdraws as a limited partner of the Partnership.

5. In all other respects, the Limited Partnership Agreement and Certificate shall continue in full force and effect.

6. This Amendment may be simultaneously executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

7. It is agreed that the effective date of this Third Amendment shall be as of June 1, 1983, even though this Third Amendment has been executed and filed subsequent to such date.

IN WITNESS WHEREOF, the parties hereto have set their hands as of the 1st day of June, 1983.

GENERAL PARTNERS

Kelly & Picerne Venture Corp.

By: Arthur L. Kramer
Arthur L. Kramer
Vice President

Robert M. Picerne
Robert M. Picerne

Kenneth A. Picerne
Kenneth A. Picerne

David R. Picerne
David R. Picerne

LIMITED PARTNERS

Kelly & Picerne Venture Corp.

By: Arthur L. Kramer
Arthur L. Kramer
Vice President

Thomas R. Broussard
Thomas R. Broussard
by Kelly & Picerne Venture
Corp., attorney-in-fact

By: Arthur L. Kramer
~~Arthur L. Kramer~~
~~Vice President~~


WITHDRAWING LIMITED PARTNER

Picerne Investment Corporation

By: Arthur L. Kramer
Arthur L. Kramer,
Vice President


STATE OF RHODE ISLAND
COUNTY OF **PROVIDENCE**

In **Providence**, on this **30th** day of **July**, 1984, before me personally appeared Arthur L. Kramer, to me known and known by me to be a Vice President of Kelly & Picerne Venture Corp. and the person executing the foregoing instrument, and being duly sworn, swore that said instrument by him executed be his free act and deed and the free act and deed of said Kelly & Picerne Venture Corp.


Notary Public
My commission expires June 30,
1986.

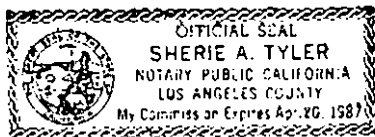
STATE OF RHODE ISLAND
COUNTY OF **PROVIDENCE**


In **Providence**, on this **30th** day of **July**, 1984, before me personally appeared Arthur L. Kramer, to me known and known by me to be a Vice President of Picerne Investment Corporation and the person executing the foregoing instrument, and being duly sworn, swore that said instrument by him executed be his free act and deed and the free act and deed of said Picerne Investment Corporation on behalf of Greentree Associates.


Notary Public
My commission expires June 30,
1986.

~~CALIFORNIA~~
STATE OF ~~RHODE ISLAND~~
COUNTY OF **LOS ANGELES**

In **Los Angeles**, on this **27th** day of **December**, 1984, before me personally appeared Thomas R. Broussard, ~~known by me to be the person executing the foregoing instrument~~ **known to me with a signed and satisfactory evidence** and being duly sworn, swore that said instrument by him executed to be his free act and deed.




Notary Public
My commission expires ~~June 30, 1986~~ **April 20, 1987**

STATE OF RHODE ISLAND
COUNTY OF *Kent*

In *Warwick*, on this *26th* day of *December*, 1984, before me personally appeared Robert M. Picerne, to me known and known to me to be the person executing the foregoing instrument, and being duly sworn, swore that said instrument by him executed to be his free act and deed.

Kathleen L. Allen

Notary Public

My commission expires June 30, 1986.

STATE OF *Arizona*
COUNTY OF *Maricopa*

In *Phoenix*, on this *9* day of *November*, 1984, before me personally appeared David R. Picerne, to me known and known to me to be the person executing the foregoing instrument, and being duly sworn, swore that said instrument by him executed to be his free act and deed.

Nancy J. Musser

Notary Public

My commission expires *My Commission Expires Oct. 31, 1986*

STATE OF *Arizona*
COUNTY OF *Maricopa*

In *Phoenix*, on this *9* day of *November*, 1984, before me personally appeared Kenneth A. Picerne, to me known and known to me to be the person executing the foregoing instrument, and being duly sworn, swore that said instrument by him executed to be his free act and deed.

Nancy J. Musser

Notary Public

My commission expires *My Commission Expires Oct. 31, 1986*

DEC 23 1984
Jm.