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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

FILED

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By ADK
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CORPORATIONS DIVISION
STATE OF RHODE ISLAND

LIMITED PARTNERSHIP

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership under and by virtue of the powers conferred by Section 7-13-8 of the General Laws of Rhode Island, 1956, as amended, do execute the following Certificate of Limited Partnership:

1. The name of the limited partnership shall be:

North Elmwood Revitalization Limited Partnership

(The name must contain the words "limited partnership" or the letters and punctuation "L P")

2. The address of the specified office in this state where the records of the limited partnership shall be kept is:

36 Parkis Avenue, Providence, Rhode Island 02907

3. The name and address of the specified agent for service of process is Drew P. Kaplan

One Park Row, Suite 300

(Street Address, not P O Box)

Providence

(City/Town)

RI 02903

(Zip Code)

4. The name and business address of each general partner is:

General Partner

Business Address

North Elmwood Development

36 Parkis Avenue, Providence, Rhode Island 02907

Corporation

5. The mailing address for the limited partnership is 36 Parkis Avenue

(Street Address)

Providence

(City/Town)

Rhode Island

(State)

02907

(Zip Code)

8: Any other matters the partners determine to include herein:

None

(If additional space is required, please list on separate attachment.)

Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

North Elmwood Development Corporation

Date: September 30, 2006

By *Cynthia A. ...*
President

By _____

By _____

By _____

Signature(s) of all general partners named herein