

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP

KNOW ALL MEN BY THESE PRESENTS That the undersigned partner of Roosevelt Hydro Electric Company, pursuant to the provisions of Section 7-13-9 of the Rhode Island General Laws, as amended, desiring to amend and restate the Certificate of Limited Partnership of said partnership which was filed with the Secretary of State of the State of Rhode Island on October 5, 1981, does hereby amend in its entirety and restate said Certificate of Limited Partnership to read as follows:

1. The name of the limited partnership is Roosevelt Hydro Electric Company.
2. The business of the limited partnership is to construct and operate a hydroelectric plant.
3. The address of the office required to be maintained in the State of Rhode Island pursuant to Section 7-13-4 of the Rhode Island General Laws, as amended, is 521 Roosevelt Avenue, Central Falls, Rhode Island.
4. The name and address of the agent for service of process required to be maintained in the State of Rhode Island pursuant to Section 7-13-4 of the Rhode Island General Laws, as amended, is Edward D. Feldstein, One Old Stone Square, Providence, Rhode Island 02903.

FILED

AUG 03 1994

By TE59126910

5. The name and business address of each general partner is as follows:

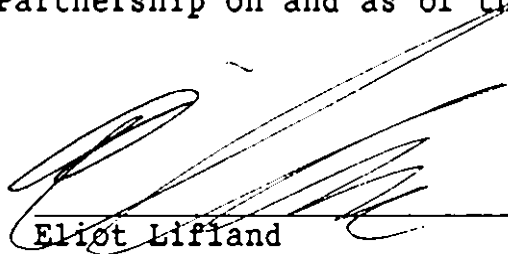
Eliot Lifland
c/o Elizabeth Webbing Mills Co., Inc.
521 Roosevelt Avenue
Central Falls, RI 02863

Irwin Sparr
c/o Elizabeth Webbing Mills Co., Inc.
521 Roosevelt Avenue
Central Falls, RI 02863

6. The mailing address for the limited partnership is 521 Roosevelt Avenue, Central Falls, Rhode Island 02863.

7. The latest date upon which the limited partnership is to dissolve is December 31, 2050.

IN WITNESS WHEREOF, the undersigned general partner of Roosevelt Hydro Electric Company has executed this Amended and Restated Certificate of Limited Partnership on and as of this 1st day of February, 1994.



Eliot Lifland
A General Partner

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ROOSEVELT HYDRO ELECTRIC COMPANY

PARTNERS, ADDRESSES AND PERCENTAGE INTERESTS
AS OF 1/1/94General Partners

<u>Name</u>	<u>Address</u>	<u>Percentage Interest</u>
Eliot Lifland	c/o Elizabeth Webbing Mills Co., Inc. 521 Roosevelt Avenue Central Falls, RI 02863	53.16%
Irwin Sparr	c/o Elizabeth Webbing Mills Co., Inc. 521 Roosevelt Avenue Central Falls, RI 02863	32.00%
Robert Brodie	13650 CrossPointe Blvd. Palm Beach Gardens, FL 33418	10.64%

Limited Partners

<u>Name</u>	<u>Address</u>	<u>Percentage Interest</u>
David Lifland	c/o Elizabeth Webbing Mills Co., Inc. 521 Roosevelt Avenue Central Falls, RI 02863	4.2%