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Filing Fee: \$50.00



State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND
02903-1335

CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP

Be it Known to All by these Presents, That I, the undersigned, of Smithfield Avenue Associates

desiring to amend the Certificate of said partnership, under and by virtue of the power conferred by Chapter 7-13-9 of the General Laws of Rhode Island hereby execute the following Certificate of Amendment to its Certificate of Limited Partnership.

FIRST. The name of the Limited Partnership is Smithfield Avenue Associates

SECOND. The date of the filing of the Certificate of Limited Partnership is December 13, 1985

THIRD. The Certificate of Limited Partnership (as amended on and restated and filed on December 31, 1985, as further amended and filed on January 15, 1986),

(List all dates of amendment or omit if not applicable)

is amended as follows:

(Insert amendment)

- 1. The Limited Partnership shall be conducted under the firm name and style of Smithfield Avenue Associates, L.P.
2. The address of the office of the Limited Partnership and the mailing address of the Limited Partnership are 5 Cathedral Square, Providence, Rhode Island 02903.
3. Affordable Housing Strategies, Inc., a Rhode Island corporation, has been admitted as the sole successor general partner of the Limited Partnership. The business address of the successor general partner is 5 Cathedral Square, Providence, Rhode Island 02903.
4. Robert R. Gaudreau a Rhode Island resident, has withdrawn as the general partner of the Limited Partnership.
5. All of the partners have consented in writing to the continuance of the business of the Limited Partnership under RIGL 7-13-44 after the event of the

withdrawal of the general partner, Robert R. Gaudreau.

- 6. The duration of the Limited Partnership shall be perpetual pursuant to RIGL 7-13-8.
- 7. The new registered agent for service of process is Arthur Kramer and his address is 5 Cathedral Sq., Providence, Rhode Island, 02903.

In Testimony Whereof, We have hereunto set our hands and stated our residences this
 2nd day of June A.D. 19 98

Signature (s) of at least one general partner and by each other general partner(s) designated as a new general partner (s).

By Affordable Housing Strategies, Inc., General Partner
 [Signature]
 By Stephen Penick, Secretary

State of Rhode Island
 County of Providence

FILED
 JUN 03 1998
 [Signature]

At Providence in said county on the 2nd day of June 19 98, before me personally appeared Stephen C. Penick, who being by me first duly sworn, declared that he/she is the Secretary of Affordable Housing Strategies, Inc., that he/she signed the foregoing document as such Secretary of the corporation, and that the statements therein are true.

PS 11/22/11 C 100
 SEALS 028

Kathleen A. Fawcett
 Notary Public
 Comm. expires 4/09/2002

FIRST AMENDMENT TO
FIRST AMENDED AND RESTATED AGREEMENT
AND CERTIFICATE OF LIMITED PARTNERSHIP
OF SMITHEFIELD AVENUE ASSOCIATES

This First Amendment, dated as of this 15th day of January, 1986, is made to the First Amended and Restated Agreement and Certificate of Limited Partnership of Smithfield Avenue Associates, a Rhode Island limited partnership (the "Partnership"), dated as of December 31, 1985 and filed with the Secretary of State of the State of Rhode Island (the "Agreement and Certificate of Limited Partnership"), as follows:

1. The address of the office and the name and address of the agent for service of process required to be maintained pursuant to Section 7-13-4 of the General Laws of Rhode Island, as amended, is as follows:

Office Address: Warwick Executive Park
 250 Centreville Road
 Building No. 3
 Warwick, RI 02886

Name and Address
of Agent: Robert R. Gaudreau
 3 Iron Forge Road
 Lincoln, RI 02865

2. Schedule A to the Agreement and Certificate of Limited Partnership is hereby amended to read as set forth on Schedule A attached hereto and made a part hereof; such amendment reflecting the occurrence of the following events:

- (a) the withdrawal of Roger C. Polk and Leonard J. Triedman as Additional Limited Partners of the Partnership;
- (b) the reduction in the interest in the Partnership of Eric Oldsman and Kim Triedman;

- (c) the admission of John Kennedy as an Additional Limited Partner of the Partnership;
- (d) the admission of Robert R. Gaudreau as an Additional Limited Partner of the Partnership; and
- (e) the increase in the interests in the Partnership of John B. Bentz.

3. John Kenndey and Robert R. Gaudreau, as the Additional Limited Partners of the Partnership, each hereby makes the representations and warranties set forth in paragraph 18 of the Agreement and Certificate of Limited Partnership and agrees to be bound by all of the other terms, conditions and obligations set forth therein and herein.

4. Except as heretofore amended, the Agreement and Certificate of Limited Partnership as filed with the Secretary of State of the State of Rhode Island is hereby ratified, confirmed and approved.

IN WITNESS WHEREOF, the parties hereto have executed this First Amendment the day and year first above written.

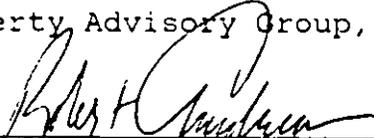
THE GENERAL PARTNER:



Robert R. Gaudreau

THE INITIAL LIMITED PARTNERS:

Property Advisory Group, Inc.

By 

Robert R. Gaudreau, President

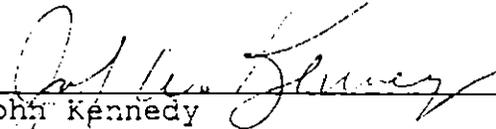


Robert R. Gaudreau

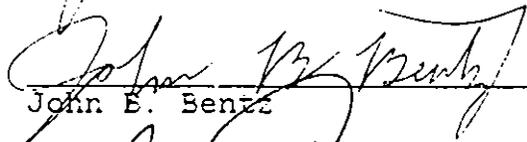
THE ADDITIONAL LIMITED PARTNERS:



Robert R. Gaudreau,
attorney-in-fact for Robert S.
Kingsbury, Joseph Feller, Roger C.
Polk, Eric Oldsman and Kim
Triedman, Leonard J. Triedman, and
Kenneth R. Neal



John Kennedy



John E. Benz



Robert R. Gaudreau

SCHEDULE A

<u>Additional Limited Partners</u>	<u>Number of Units Subscribed To</u>
Robert S. Kingsbury 115 Emeline Street Providence, RI 02906	5 Units
Joseph Feller 72 Manning Street Providence, RI 02906	1 1/2 Units
Eric Oldsman and Kim Triedman 77 Pemberton Street Cambridge, MA 02140	1/2 Unit
Kenneth R. Neal 16 Oak Manor Drive Barrington, RI 02806	1 Unit
John E. Bentz Melody Lane Cumberland, RI 02864	3/4 Unit
John Kennedy 161 Hamilton Street East Providence, RI 02914	1 Unit
Robert R. Gaudreau 3 Iron Forge Road Lincoln, RI 02865	1/4 Unit

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CHEK 50.1

JAN 1 5 1986
Frank AP

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