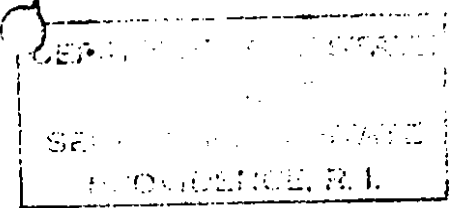


CERTIFICATE

OF

LIMITED PARTNERSHIP



RECEIVED & FILED DEC 31 1986
at 2:40

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, 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, 1956, as amended, do swear that:

FIRST. The name of the partnership shall be Brown Land Company.

SECOND. The character of the business conducted by the partnership shall be to engage as operators or investors in any and all kinds of businesses and business activities, including, without limitation, agricultural and other activities relating to the development of land and natural resources and the purchase, raising, feeding, and sale of cattle.

THIRD. The principal place of business of the partnership shall be located at 50 South Main Street, Providence, Rhode Island, 02903.

FOURTH. General Partners

Residence

Anne S. K. Brown, and Bancroft Littlefield as Trustees under Declaration of Trust of Anne S. K. Brown dated February 10, 1972

50 South Main Street
Providence, R.I. 02903

Angela B. Fischer

188 Heath Street
Chestnut Hill,
Massachusetts 02167

J. Carter Brown

3035 Dumbarton Ave., N.W.
Washington, D.C. 20007

Nicholas Brown	432 Pocahontas NOB Norfolk, Va. 23511
<u>Limited Partners</u>	<u>Residence</u>
Anne S. K. Brown, and Bancroft Littlefield as Trustees under Declaration of Trust of Anne S. K. Brown dated February 10, 1972	50 South Main Street Providence, R.I. 02903
Angela B. Fischer	188 Heath Street Chestnut Hill, Mass. 02167
J. Carter Brown	3035 Dumbarton Ave., N.W. Washington, D.C. 20007
Nicholas Brown	432 Pocahontas NOB Norfolk, Va. 23511
Edwin G. Fischer	188 Heath Street Chestnut Hill, Mass. 02167
Nicholas Brown as Custodian under the Rhode Island Uni- form Gifts to Minors Act for Sylvia E. A. Brown	432 Pocahontas NOB Norfolk, Va. 23511
Nicholas Brown as Custodian under the Rhode Island Uni- form Gifts to Minors Act for John Nicholas Brown III	432 Pocahontas NOB Norfolk, Va. 23511
Nicholas Brown as Custodian under the Rhode Island Uni- form Gifts to Minors Act for James L. Brown	432 Pocahontas NOB Norfolk, Va. 23511
Angela B. Fischer as Custodian under the Massachusetts Uni- form Gifts to Minors Act for Olivia L. Z. Fischer	188 Heath Street Chestnut Hill, Massachusetts 02667

Angela B. Fischer as Custodian 188 Heath Street
under the Massachusetts Uniform Chestnut Hill,
Gifts to Minors Act for Chad B. Massachusetts 02167
Fischer

Angela B. Fischer as Custodian 188 Heath Street
under the Massachusetts Uniform Chestnut Hill,
Gifts to Minors Act for Edwin G. Massachusetts 02167
Fischer, Jr.

James E. Robison as Trustee Windmill Farm
under Agreement of Trust 12 Spruce Hill Rd.
dated December 16, 1980 Armonk, New York
f/b/o J. Carter Brown IV

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 November 10, 1970 until December 31, 2010, unless earlier dissolved.

SIXTH. The following items listed immediately below shall be the contribution of each limited partner.

<u>Name of Limited Partner</u>	<u>Minimum Value of Property other than Cash (Interest in Partnership)</u>
Anne S. K. Brown, and Bancroft Littlefield, as Trustees under Declaration of Trust of Anne S. K. Brown dated Feb. 10, 1972	\$10,000
Angela B. Fischer	\$10,000
Edwin G. Fischer	\$10,000
J. Carter Brown	\$10,000
Nicholas Brown	\$10,000

Nicholas Brown as Custodian under the Rhode Island Uniform Gifts to Minors Act for Sylvia E. A. Brown	\$10,000
Nicholas Brown as Custodian under the Rhode Island Uniform Gifts to Minors Act for John Nicholas Brown III	\$10,000
Nicholas Brown as Custodian under the Rhode Island Uniform Gifts to Minors Act for James L. Brown	\$10,000.
Angela B. Fischer as Custodian under the Massachusetts Uniform Gifts to Minors Act for Olivia L. Z. Fischer	\$10,000
Angela B. Fischer as Custodian under the Massachusetts Uniform Gifts to Minors Act for Chad B. Fischer	\$10,000
Angela B. Fischer as Custodian under the Massachusetts Uniform Gifts to Minors Act for Edwin G. Fischer, Jr.	\$10,000
James E. Robison as Trustee under Agreement of Trust f/b/o J. Carter Brown IV	\$10,000

SEVENTH. No limited partner has agreed to make any additional contributions.

EIGHTH. The contribution of each limited partner shall be returned upon termination of the partnership to the extent funds are available therefor.

NINTH. Each limited partner shall receive his or her share of the profits, losses and distributions of the partnership in the proportion that the value of his or her capital contribution as of the date hereof is of the aggregate contributions of all partners.

TENTH. No limited partner shall have the right to substitute an assignee as contributor in his place, except to a member of his or her immediate family or to the trustees of a trust for such family members.

ELEVENTH. The general partners shall have the right to admit additional limited partners.

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

THIRTEENTH. Upon the death, retirement or insanity of a general partner, the remaining general partner or partners shall have the right to continue the business.

FOURTEENTH. No limited partner shall have the right to demand and receive property other than cash in return for his or her contribution.

IN TESTIMONY WHEREOF, We have executed this certificate

as of the 15th day of December, 1980.

GENERAL PARTNERS

Anne S. K. Brown
(Anne S. K. Brown) and

Bancroft Littlefield
(Bancroft Littlefield), As Trustees
under Declaration of Trust of Anne
S.K. Brown dated February 10, 1972

Angela B. Fischer
(Angela B. Fischer)

J. Carter Brown

By Angela B. Fischer
Attorney-in-Fact

Nicholas Brown

By Angela B. Fischer
Attorney-in-Fact

LIMITED PARTNERS

Anne S. K. Brown
(Anne S. K. Brown) and


Bancroft Littlefield
(Bancroft Littlefield), As Trustees
under Declaration of Trust of Anne
S. K. Brown dated February 10, 1972

Angela B. Fischer
(Angela B. Fischer)

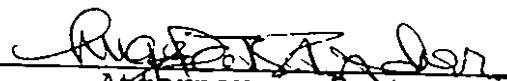
J. Carter Brown

By Angela B. Fischer
Attorney-in-Fact

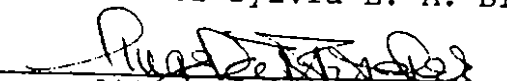
Nicholas Brown

By 
Attorney-in-Fact

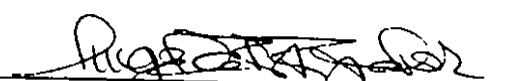
Edwin G. Fischer

By 
Attorney-in-Fact

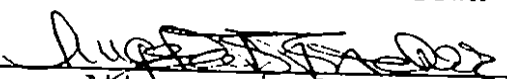
Nicholas Brown as Custodian under
the Rhode Island Uniform Gifts to
Minors Act for Sylvia E. A. Brown

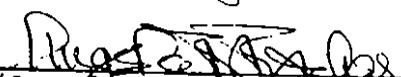
By 
Attorney-in-Fact

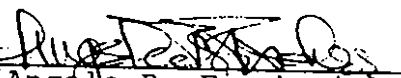
Nicholas Brown as Custodian under
the Rhode Island Uniform Gifts to
Minors Act for John Nicholas Brown
III

By 
Attorney-in-Fact

Nicholas Brown as Custodian under
the Rhode Island Uniform Gifts to
Minors Act for James L. Brown

By 
Attorney-in-Fact


(Angela B. Fischer) as Custodian
under the Massachusetts Uniform Gifts
to Minors Act for Olivia L.Z. Fischer


(Angela B. Fischer) as Custodian
under the Massachusetts Uniform Gifts
to Minors Act for Chad B. Fischer

Angela B. Fischer
(Angela B. Fischer) as Custodian
under the Massachusetts Uniform
Gifts to Minors Act for Edwin G.
Fischer, Jr.

James E. Robison as Trustee under
Agreement of Trust f/b/o J. Carter
Brown IV

By Angela B. Fischer
Attorney-in-Fact

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence in said County this 23rd day of December, 1980,
before me personally appeared Anne S. K. Brown, as Trustee, to me
known and known by me to be the party executing the foregoing instru-
ment, and she acknowledged said instrument by her executed to be her
free act and deed in said capacity as Trustee.

Cecile Patrick
Notary Public

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

My Commission Expires
June 30, 1981

In Providence in said County this 23rd day of December, 1980,
before me personally appeared Bancroft Littlefield, as Trustee, to me
known and known by me to be the party executing the foregoing instru-
ment, and he acknowledged said instrument by him executed to be his
free act and deed in said capacity.

Gloria M. Churber
Notary Public

STATE OF
COUNTY OF

My Commission expires June 30, 1981

In Providence in said County this 23rd day of December, 1980,
before me personally appeared Angela B. Fischer, individually, as
Custodian, and as Attorney-in-Fact for the parties as aforesaid, to
me known and known by me to be the party executing the foregoing in-
strument, and she acknowledged said instrument by her executed to be
her free act and deed individually, in said capacity as Custodian
and in said capacity as Attorney-in-Fact.

Cecile Patrick
Notary Public
My Commission Expires
June 30, 1981

.....50.00
21318 3440A14.....50.00CBL