

CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF LIMITED PARTNERSHIP

We, J. DUDLEY CLARK, JR., GEORGE O. CLARK, 2d, FORRESTER A. CLARK, MELVILLE P. MERRITT, WARNER L. JONES, ROBERT L. RAYMOND, JR., and JOSEPH D. BUCKLEY, as general partners, and J. DUDLEY CLARK and FREDERIC WINTHROP, as limited partners, having formed a limited partnership under the name "H. C. Wainwright & Co.", and having filed on July 31, 1936, a Certificate of Limited Partnership in the office of the State Secretary, and having filed on December 31, 1936, a Certificate of Amendment thereto pursuant to Rhode Island Acts and Resolves of 1930, Chapter 1571, and now desiring to admit John Watts, of Whitehouse, New Jersey, and Walter Parker McGowan, of Lyndhurst, New Jersey, as general partners, and to provide for the retirement of John W. Sweet and Alfred J. Sweet, both of Miami Beach, Florida, as limited partners, and of John H. Peterson, of Boston, Massachusetts, as a general partner, and to amend said Certificate accordingly, hereby, together with said John Watts and Walter Parker McGowan:

1. Strike out Article IV of said Certificate as amended, and insert in place thereof the following:

"IV. The names and places of residence of the general partners are:

J. Dudley Clark, Jr.	Sherborn, Massachusetts
George O. Clark, 2d	Sherborn, Massachusetts
Forrester A. Clark	Ipswich, Massachusetts
Melville P. Merritt	Swampscott, Massachusetts
Warner L. Jones	Glen Head, Long Island, N. Y.
Robert L. Raymond, Jr.	Westwood, Massachusetts
Joseph D. Buckley	Quincy, Massachusetts
John Watts	Whitehouse, New Jersey
Walter Parker McGowan	Lyndhurst, New Jersey

The names and places of residence of the limited partners are:

J. Dudley Clark	Sherborn, Massachusetts
Frederic Winthrop	Hamilton, Massachusetts

2. Strike out the following names and amounts in Article VI of said Certificate:

"John W. Sweet	5,000
Alfred J. Sweet	25,000 "

3. Strike out paragraph 1 of Article XII and insert in place thereof the following:

"1. Upon termination of the partnership and distribution of the partnership assets or upon the death or withdrawal of Frederic Winthrop, he or his legal representatives, shall be entitled to the return of his capital contribution in full and to the payment in full of all shares of the profits or other compensation by way of income to which he is entitled before J. Dudley Clark shall receive anything by way of return of his capital contribution or payment of his share of the profits or other compensation by way of income."

IN WITNESS WHEREOF we, together with said Watts and McGowan, hereunto set our hands as of the first day of August, 1937.

Joseph D. Buckley ✓

Forrest A. Clark ✓

Robert L. Raymond Jr. ✓

Arthur P. Merritt ✓

John Watts

Edmund P. [unclear]

Georgel Clark 2nd

Walter P. McGowan

J. Dudley Clark Jr.

Dudley Clark ✓

Frederic Winthrop ✓

Suffolk, ss.

June 23, 1937

Then personally appeared before me the above-named J. Dudley Clark, Forrester A. Clark, Melville P. Merritt, Robert L. Raymond, Jr. and Joseph D. Buckley, known to me to be the persons described in and who in my presence executed the foregoing instrument, and each acknowledged the same to be his free act and deed and made oath that the same is true.

Joseph L. Enns
Notary Public
My commission expires Dec 31 1937

STATE OF NEW YORK

New York, ss.

September / , 1937.

Then personally appeared before me the above mentioned J. Dudley Clark, Jr., George O. Clark, 2nd., Warner ^{L.} Jones, Walter P. McGowan, and John Watts, known to me to be the persons described in and who in my presence executed the foregoing instrument, and each acknowledged the same to be his free act and deed and made oath that the same is true.

Marie S. Semple
Notary Public
My commission expires

Notary Public, Kings Co. No. 1348, Reg. No. 9722
Cert. of Exp. N. Y. Co. No. 1853, Reg. No. 9-S-1148
Comm. term expires March 30, 1939

I, *James E. Callahan*.

Vice-Consul of the United States of America, appointed to reside
and residing at London, in the Kingdom of Great Britain and *Northern*
Ireland, do hereby certify that on the *10th* day of *August*
July, 1937, at the said ~~City of~~ London, before me personally
appeared Frederic Winthrop, known to me to be the individual
described in and who executed the foregoing instrument, and
acknowledged to me that he executed the same freely and
voluntarily for the uses and purposes therein mentioned,
and made oath that the statements therein contained are
true.

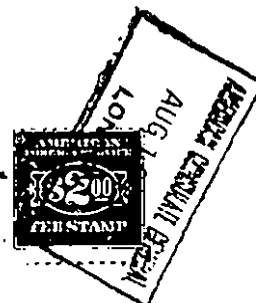
IN WITNESS WHEREOF I have hereto set my hand and
affixed the seal of the Consulate ^{*General*} of the United States at
London aforesaid, this *10th* day of ^{*August*} ~~July~~, 1937. *J.E.C.*

J. E. Callahan
J. E. CALLAHAN
Vice Consul of the United States
of America at London, England.

8716

Service No. _____

Fee \$2 = 8s 4d.



SEP 3 1937