

RECEIVED & FILED JUN 4 1973

H. C. WAINWRIGHT & CO.

Amendment to Certificate of Limited Partnership
for Rhode Island

The undersigned general and limited partners of H. C. Wainwright & Co., a limited partnership with its principal office in Boston, Massachusetts, established and existing under Articles of Limited Partnership dated August 1, 1936 and Certificate of Limited Partnership filed in the office of the Secretary of the Commonwealth of Massachusetts on the same date, each as from time to time amended, and having filed a Certificate of Limited Partnership and amendments thereto in the office of the Secretary of State of Rhode Island, and now desiring to record changes affecting the partners and in provisions of the Partnership Articles, hereby amend said Rhode Island Certificate as heretofore amended, as follows:

1. Article IV of said Certificate is amended as follows:

(a) There are deleted from the names and residences of the general partners the following:

Joseph C. Baldwin	Cantitoe Road, Bedford Hills, New York
J. Dudley Clark, Jr.	57 Mountain Avenue, Princeton, New Jersey
Johann H. Gouws	119 Kilmer Road, Mahwah, New Jersey
Francis V. Ward	597 Main Street, Hingham, Massachusetts
Warner L. Taylor	195 Bradley Road, Bay Village, Ohio

(b) There are added to the names and residences of the limited partners the following:

J. Dudley Clark, Jr.	57 Mountain Avenue, Princeton, New Jersey
Warner L. Taylor	195 Bradley Road, Bay Village, Ohio
Francis V. Ward	3 Rocky Run, Hingham, Massachusetts

(c) There are added to the names and residences of the general partners the following:

Roy D. Burry	4 Maryland Road, Maplewood, New Jersey
Ravenel B. Curry III	55 Countryside Drive, Summit, New Jersey
Karl H. J. Gander	75 Windham Road, Hillsdale, New Jersey
Thomas E. Johnson	124 East 82nd Street, New York, New York
John D. Leonard	17 Patriots Drive, Canton, Massachusetts
Kent A. Logan	131 Silvermine Avenue, Norwalk, Connecticut
David M. Love	1 Dawn Lane, Ridgefield, Connecticut
Terence J. McEvoy	18 Sunset Drive, Summit, New Jersey
Daniel W. Starrett	89 Kellogg Drive, Wilton, Connecticut

(d) The residences of the following general partners are changed to the following:

William L. Van Leer, Jr.	Box 177, Scarborough Station, Briarcliff Manor, New York
Robert E. Rouault	915 Prince Street, Teaneck, New Jersey
Eugene F. Kulyan	25 Lakewood Circle North, Greenwich, Connecticut
William G. Bagley	489 Thayer Pond Road, Wilton, Connecticut

2. Article V of said Certificate is amended to read as follows:

The partnership shall continue under the terms of the partnership articles as from time to time amended to and including December 31, 2000, unless sooner terminated by all the partners or by operation of law or unless the Executive Committee shall before said date give to the other remaining partners not more than six nor less than one month's notice in writing that the partnership shall terminate, specifying the date of termination, and in that event the partnership shall terminate on the date so specified.

3. Article VI of said Certificate is amended by striking out the first sentence and the list of contributions of limited partners and substituting therefor the following:

The contributions of the limited partners are in cash as follows:

George O. Clark, 2nd	\$250,000
Joseph D. Buckley	\$100,000
George G. Tenney	\$100,000
Floyd A. Zinck	\$ 75,000
Lee Schaenen	\$200,000
J. Dudley Clark, Jr.	\$300,000
Warner L. Taylor	\$100,000
Francis V. Ward	\$100,000

4. Article IX of said Certificate is amended to read as follows:

The compensation by way of income which each limited partner shall receive by reason of his contribution shall be:

- (a) Each limited partner shall be entitled to receive on the last day of each month interest at a rate determined from time to time by the Executive Committee upon the amount of cash capital standing to his credit during the month.
- (b) Each limited partner shall be entitled to receive on the last day of each month such amount by way of a consulting fee as the Executive Committee shall from time to time determine.

- (c) No limited partner is entitled to a percentage of the net profits of the partnership except J. Dudley Clark, Jr. and George C. Clark, 2nd, as determined from time to time by the "Clark Family Members" as defined in said limited partnership articles.

5. Article VIII of said Certificate is amended to read as follows:

No specific time is agreed upon when the contribution of any limited partner is to be returned except that upon termination of the partnership, the contribution of all limited partners, and upon the death or retirement of a limited partner, the contribution of such limited partner, shall in each case be returned on or within a determinable time subject with respect to the payment thereof to the Rules and Regulations of the New York Stock Exchange.

6. Article XI of said Certificate is amended to read as follows:

Additional limited partners may be admitted to the partnership by the Executive Committee.

7. Article XIII of said Certificate is amended to read as follows:

The partnership articles provide that neither the death, legal disability, withdrawal nor retirement of a partner shall terminate the partnership.

IN WITNESS WHEREOF, all partners of H. C. Wainwright & Co. have executed and acknowledged this instrument as of the 1st day of April, 1973.

Forrester A. Clark
Forrester A. Clark

Harvey R. Stroud
Harvey R. Stroud

Robert T. Edmundson
Robert T. Edmundson

Alfred C. Morley
Alfred C. Morley

Malcolm C. Newell
Malcolm C. Newell

William L. Van Leer
William L. Van Leer

John S. Lansill, Jr.
John S. Lansill, Jr.

Martin G. Lookowicz
Martin G. Lookowicz

William D. Williams
William D. Williams

William G. Bagley
William G. Bagley

Christopher T. Clark
Christopher T. Clark

John L. McDonough
John L. McDonough

Stephen M. McPherson
Stephen M. McPherson

Robert L. Meyer
Robert L. Meyer

Charles A. Parker
Charles A. Parker

David K. Richards
David K. Richards

Robert E. Rouault
Robert E. Rouault

John R. Suydam
John R. Suydam

Forrester A. Clark, Jr.
Forrester A. Clark, Jr.

Stephen S. Walker
Stephen S. Walker

Russell B. Clark
Russell B. Clark

Charles A. Garvin, Jr.
Charles A. Garvin, Jr.

Eugene F. Kulyan
Eugene F. Kulyan

John F. Stockwell
John F. Stockwell

Robert Lee Clark
Robert Lee Clark

George O. Clark, 2nd
George O. Clark, 2nd

Joseph D. Buckley
Joseph D. Buckley

George G. Tenney
George G. Tenney

Floyd A. Zinck
Floyd A. Zinck

Paul D. Tucker
Paul D. Tucker

Roy D. Burry
Roy D. Burry

Ravenel B. Curry III
Ravenel B. Curry III

Karl H. J. Gander
Karl H. J. Gander

Thomas E. Johnson
Thomas E. Johnson

John D. Leonard
John D. Leonard

Kent A. Logan
Kent A. Logan

David M. Love
David M. Love

Terence J. McEvoy
Terence J. McEvoy

Lee Schaenen
Lee Schaenen

J. Dudley Clark, Jr.
J. Dudley Clark, Jr.

Warner E. Taylor
Warner E. Taylor

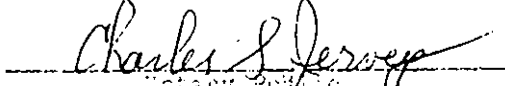
Francis V. Ward
Francis V. Ward

THE COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss.

May 29, 1973

Then personally appeared before me Forrester A. Clark, Forrester A. Clark Jr., Robert Lee Clark, Russell B. Clark, John P. Leonard, Martin G. Kobkowiec, Malcolm C. Newell, John L. McDonough, John F. Stackwell, Joseph P. Buckley, George O. Clark 2nd, and Francis Y. Ward to me known to be the persons described in and who executed the foregoing instrument and each acknowledged that he executed such instrument as his free act and deed and made oath that the same is true.


Charles S. Jervoy, Notary Public
My commission expires July 30, 1976

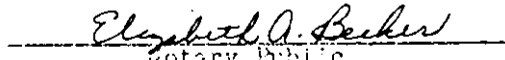
STATE OF NEW YORK

New York, ss.

May 24, 1973

Then personally appeared before me Robert T. Edmundson, Alfred C. Morley, William L. Van Leer, John S. Lansill, Jr., Robert E. Rouault, John R. Suydam, Stephen S. Walker, Charles A. Garvin, Jr., Eugene F. Kulyen, William D. Williams, William G. Bagley, Christopher T. Clark, Stephen M. McPherson, Robert L. Meyer, Charles A. Parker, David K. Richards, Paul D. Tucker, Roy D. Barry, Ravenel B. Curry III, Karl H. J. Gander, Thomas E. Johnson, Kent A. Logan, David M. Love, Terence J. McEvoy, Daniel W. Starnett, George G. Tenney, Lee Schaenen, J. Dudley Clark, Jr.

to me known to be the persons described in and who executed the foregoing instrument and each acknowledged that he executed such instrument as his free act and deed and made oath that the same is true.

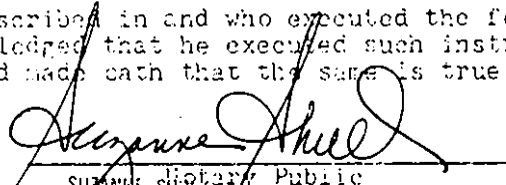

Notary Public
ELIZABETH A. BECKER
Notary Public, State of New York
No. 31-0212150
Qualified in New York County
Commission Expires March 30, 1975

STATE OF OHIO

Cuyahoga, ss.

April 23, 1973

Then personally appeared before me Harvey R. Stroud and Warner L. Taylor to me known to be the persons described in and who executed the foregoing instrument and each acknowledged that he executed such instrument as his free act and deed and made oath that the same is true.


Suzanne Shuler, Notary Public
CUYAHOGA COUNTY, OHIO
My commission expires FEB. 20, 1977

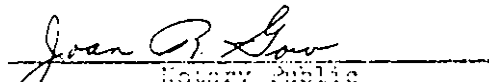
STATE OF FLORIDA

Manatee, ss.

April 30

1973

Then personally appeared before me Floyd A. Zinck, to me known to be the person described in and who executed the foregoing instrument and acknowledged that he executed such instrument as his free act and deed and made oath that the same is true.


Joan P. Goo, Notary Public
My Commission expires
10-5-73

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