

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, established August 1, 1936 under the laws of The Commonwealth of Massachusetts having filed on July 31, 1936 pursuant to Rhode Island Acts and Resolves of 1930, Chapter 1571 (now Chapter 429 of the Rhode Island Laws of 1938) a Certificate of Limited Partnership and amendments thereto from time to time in the office of the Rhode Island Secretary of State and now desiring to provide for the withdrawal of Frederic Winthrop as a limited partner and the admission of Warner L. Taylor as a general partner and to make certain other amendments in said certificate hereby further amend said certificate as follows:

1. In Article IV there is added to the list of names and places of residence of the general partners the following:

"Warner L. Taylor, 2085 Carabel Avenue, Lakewood 7, Ohio" and there is struck out in the names and places of residence of the limited partners the following:

"Frederic Winthrop Hamilton, Massachusetts"

2. In Article VI there is struck out from the contributions of the limited partners the following:

"Frederic Winthrop \$100,000"

3. In Article VIII the phrase "at the time of retirement in the case of Frederic Winthrop or Philip W. Wrenn and in the case of the death of one of these two limited partners" is hereby struck out and in lieu thereof is inserted: "at the time of retirement of Philip W. Wrenn and in the case of his death" and subsequently in said Article VIII the words "Frederic Winthrop and" are struck out.

4. In Article IX the words "and Frederic Winthrop" are struck out.

5. In Subparagraph 1 of Article XII the words "Frederic Winthrop and Philip W. Wrenn or their legal representatives respectively, each has a priority" is struck out and in lieu thereof there is inserted the following: "Philip W. Wrenn or his legal representative has a priority".

IN WITNESS WHEREOF we have hereto set our hands as of the 31st day of December 1948.

<u>J. Dudley Clark</u>	<u>Philip W. Wrenn</u>
<u>George O. Clark, II</u>	<u>George O. Clark</u>
<u>Forrester A. Clark</u>	<u>Lee Schaeven</u>
<u>Francis V. Ward</u>	<u>J. Dudley Clark, Jr.</u>
<u>Joseph D. Buckley</u>	<u>Frank A. Schaeven</u>
<u>Warner R. Taylor</u>	<u>Warner R. Taylor</u>

THE COMMONWEALTH OF MASSACHUSETTS

County of Suffolk, ss.

Boston, December 17, 1948

Then personally appeared before me the above-named Albert W. Tweedy, Philip W. Wrenn, J. Dudley Clark, George O. Clark, II, Forrester A. Clark, Francis V. Ward 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 statements contained therein are true.

Colman A. Larson
Notary Public

My Commission Expires Aug. 7, 1953

STATE OF NEW YORK

County of New York, ss.

New York, December 20, 1948

Then personally appeared before me the above-named J. Dudley Clark, Jr., George G. Tenney and Lee Schaenen, 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 statements contained therein are true.

M. Jane Warren
Notary Public

M. JANE WARREN
NOTARY PUBLIC, STATE OF NEW YORK
Residing in Queens County Clerk's No. 977
Cert. Issued - N. Y. Co. No. 6, Reg. No. 223-W-9
Commission expires March 30, 1950

STATE OF OHIO

County of Cuyahoga

Cleveland, December 22, 1948

Then personally appeared before me the above-named Frank A. Schoembs and Warner A. Taylor, 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 statements contained therein are true.

Mary A. Martin
Notary Public

My Commission
expires Dec. 6, 1951

MARY A. MARTIN
NOTARY PUBLIC

The Commonwealth of Massachusetts

C 8519

OFFICE OF THE SECRETARY

Boston, Dec 17, 1948

I hereby certify, That at the date of the attestation hereto annexed,

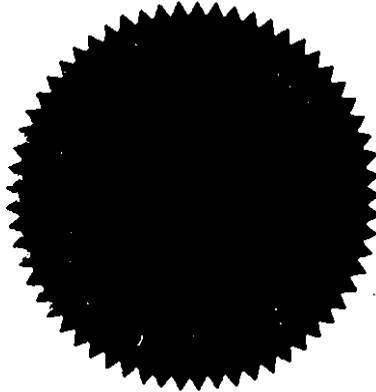
Clarence A. Larson

whose name is signed to the attached certificate of acknowledgment, proof or affidavit, was at the time of taking such acknowledgment, proof or affidavit, a NOTARY PUBLIC for the said Commonwealth duly commissioned and sworn; that to *him* acts and attestations, as such, full faith and credit are and ought to be given in and out of court; that as such Notary Public *he* was by law authorized to take the same, to take depositions, to administer oaths and take acknowledgments of deeds or conveyances of lands, tenements or hereditaments and other instruments throughout the Commonwealth to be recorded according to law; that I have compared *his* signature to the annexed attestation with the original on file in this office, and verily believe it to be genuine. I further certify that the impressions of the seals of Notaries Public are not required by law to be filed in this office.

In testimony of which, I have hereunto affixed the
Great Seal of the Commonwealth
the date above written.

F. W. Cook

Secretary of the Commonwealth.



STATE OF NEW YORK

County of New York, ss.

New York, December 20, 1948

Then personally appeared before me the above-named J. Dudley Clark, Jr., George G. Tenney and Lee Schaenen, 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 statements contained therein are true.

M. Jane Warren
Notary Public

M. JANE WARREN
NOTARY PUBLIC, STATE OF NEW YORK
Residing in Queens County Clerk's No. 977
Cert. filed in N. Y. Co. No. 6, Reg. No. 223-1140
Commission expires March 30, 1950

STATE OF OHIO

County of Cuyahoga

Cleveland, December 22, 1948

Then personally appeared before me the above-named Frank A. Schoembs and Warner A. Taylor, 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 statements contained therein are true.

Mary A. Martin
Notary Public

*My Commission
expires Dec. 6, 1951.*

MARY A. MARTIN
NOTARY PUBLIC

No. **82736**

City of New York
County of New York, } ss.:

ARCHIBALD R. WATSON, County Clerk and Clerk of the Supreme Court, New York County, a Court of Record having by law a seal, DO HEREBY CERTIFY that

M. Jane Warren
whose name is subscribed to the annexed affidavit, deposition, certificate of acknowledgment or proof, was at the time of taking the same a NOTARY PUBLIC in and for the State of New York; that pursuant to law a commission, or a certificate of his official character, and his autograph signature, have been filed in my office; that as such Notary Public he was duly authorized by the laws of the State of New York to administer oaths and affirmations, to receive and certify the acknowledgment or proof of deeds, mortgages, powers of attorney and other written instruments for lands, tenements and hereditaments to be read in evidence or recorded in this State, to protest notes and to take and certify affidavits and depositions; and that I am well acquainted with the handwriting of such Notary Public, or have compared the signature on the annexed instrument with his autograph signature deposited in my office, and believe that the signature is genuine.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal

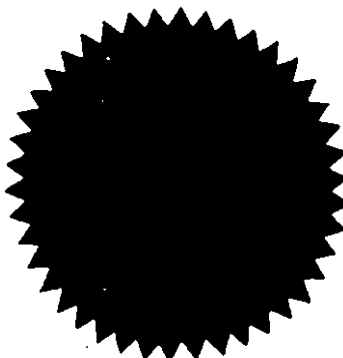
this _____ day of _____, 194 _____

M. Jane Warren

County Clerk and Clerk of the Supreme Court, New York County

EE PAID 25¢

State of Ohio, } ss.
Cuyahoga County }



I, LEONARD F. FUERST, Clerk of the Court of Common Pleas, a Court of Record of Cuyahoga County, aforesaid,

Do hereby Certify that,

Mary A. Martin

before whom the annexed acknowledgment, oath, affidavit, was taken, was at the date thereof a NOTARY PUBLIC, in and for said County, duly authorized by the laws of Ohio to take the same, also to make acknowledgments, affidavits and proofs, of deeds or conveyances for land, tenements or hereditaments situated and lying in said State of Ohio, and further that I am well acquainted with his handwriting and believe his signature thereto is genuine, and that the annexed instrument is executed according to the laws of the State of Ohio.

Commission expires

Dec 6 - 1957

In Testimony Whereof, I hereunto subscribe my name and affix the seal of said Court, at Cleveland, Ohio, this *22nd* day of *December*, A. D. 19*56*.

No. **Q 7933**

Leonard F. Fuerst

CLERK.

County of New York, ss.
 I, the undersigned, Clerk of the County of New York, do hereby certify that the foregoing instrument is a true and correct copy of the original as the same appears from the records of the County of New York.

RECEIVED AND FILED DEC 31 1948

DEPARTMENT OF STATE
 OFFICE OF THE
 SECRETARY OF STATE
 PROVIDENCE, R. I.

DEC 31 1948

AMENDMENT
 PARTNERSHIP
 h.c. Walworth & Co.

ROPES, GRAY, BEST, COOLIDGE & RUGG
50 FEDERAL STREET
BOSTON 10

TELEPHONE, HANCOCK 6-9214
CABLE ADDRESS: "ROPORALOR"

December 30, 1948

Secretary of State
Providence
Rhode Island

Dear Sir:

I enclose herewith for filing with you an amendment to Certificate of Limited Partnership of H. C. Wainwright & Co. together with a certified check in the amount of \$5.00 in payment of your filing fee.

Please acknowledge receipt of the enclosed document and check on the enclosed copy of this letter.

Yours very truly,

Andrew H. Cox

AHC/k
Enc

DEPARTMENT OF STATE
OFFICE OF
SECRETARY OF STATE
PROVIDENCE, R. I.

RECEIVED AND FILED DEC 31 1953