

ID#
49754

State of Rhode Island and Providence Plantations

CERTIFICATE

(LIMITED PARTNERSHIP)

Know all Men by these Presents, That we, VICTOR J. SAMOLIS, JR.,
CHARLES J. MONETTI and DANIEL V. MARIANI

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, do solemnly swear that:

FIRST. The name of the partnership shall be
M. M. & S. ASSOCIATES, Ltd.

SECOND. The character of the business conducted by the partnership shall be
Investment in real estate and to engage in any other business
and to do such other acts as are permitted by the aforesaid
General Laws of the State of Rhode Island

THIRD. The principal place of business of the partnership shall be located at
P.O. Box 1146, Charlestown, Rhode Island 02813
(No. Street, City or Town, State.)

FOURTH.	General Partners	Residence (No. Street, City or Town, State.)
	Victor J. Samolis, Jr.	44 Mountain Road Cheshire, Connecticut 06410

	Limited Partners	Residence (No. Street, City or Town, State.)
	Charles J. Monetti	Box 143, Lakeside Drive Shenorock, New York 10587
	Daniel V. Mariani	32 Bittersweet Trail Wilton, Connecticut 06897

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 7, 1985 until dissolved by operation of law or by
agreement of the partners.

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

Name of Limited Partner	Cash	Property other than Cash	Value
Charles J. Monetti	\$40,000.00		
Daniel V. Mariani	\$40,000.00		

SEVENTH. The items listed immediately below shall be the additional contributions, agreed to be made by each limited partner.

Name of Limited Partner	Cash	Property other than Cash	Value
	None		

and the times at which or the events on the happening of which said contributions shall be made shall be

EIGHTH. The contribution of each limited partner shall be returned
Upon the dissolution of the limited partnership or upon the
withdrawal from the limited partnership of a limited partner.

NINTH. Each limited partner shall, by reason of his contribution, receive
A twenty-nine (29%) percent interest in the limited
partnership and profits and losses generated by the limited
partnership

TENTH. Each or any limited partner shall have the right to substitute an assignee
as contributor in his place, subject to the following terms and conditions:
Substitution or assignment of a limited partnership
interest may be done only with the agreement of all of the
partners, general and limited.

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

TWELFTH. , a limited partner, shall have the right to priority over the other limited partners as to contributions or as to compensation by way of income, and the nature of such priority shall be

No priorities.

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. Any limited partner shall have the right to demand and receive property other than cash in return for his contribution.

In Testimony Whereof, We have hereunto set our hands and stated our residences this 31st day of October A.D. 19 85.

Name	Residence (No. Street, City or Town, State.)
<i>John J. Landolt</i>	44 Mt. Rd. Cheshire Conn 0641.
<i>Charles J. Monetti</i>	LAKESIDE DR. SHENROCK N.Y. 1077.
<i>Daniel V. Mariani</i>	32 BITTERSWEET TRAIL, WILTON CT. 06897

State of Rhode Island,
County of WASHINGTON

In the City
Town

of South Kingstown

in said county, this 31st day of October, A.D. 19 85,
then personally appeared before me VICTOR J. SAMOLIS, JR., CHARLES J.
MONETTI and DANIEL V. MARIANI

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Mark S. Spangler
Notary Public.

MARK S. SPANGLER
NOTARY PUBLIC
COMMISSION EXPIRES: 6/30/88

CP50 50.00
CHECK 50.00
0438A001

PAID 11/08/85

LIMITED PARTNERSHIP

CERTIFICATE
OF

M. M. & S. ASSOCIATES, Ltd.

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

NOV 7 1985

Em/ll

RECEIVED
1 MAR 1986
NOV 2 1985