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MILL STREET PARTNERS  
FIRST AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, wishing to amend the CERTIFICATE OF LIMITED PARTNERSHIP of MILL STREET PARTNERS (the "Certificate"), filed with the Secretary of State of the State of Rhode Island on April 3, 1984, pursuant to Section 7-13-26 of the Rhode Island Uniform Limited Partnership Act hereby swear and agree as follows:

Paragraph FOURTH of the Certificate is hereby amended in its entirety to read as follows:

<u>General Partners</u>	<u>Residence</u>
Hugh M. Jones, Jr.	Nethercliffe, Ruggles Avenue Newport, RI 02840
Jeffrey M. Farrar	67 Thames Street Newport, RI 02840

<u>Limited Partners</u>	<u>Residence</u>
See Schedule A attached hereto	

are the names and places of residence of all members of the partnership, both general and limited, as respectively designated.

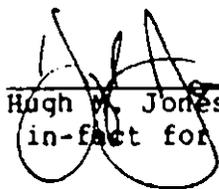
IN TESTIMONY WHEREOF, the undersigned have executed

this Amendment as of the 27th day of March, 1984.

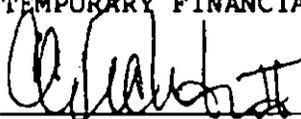
GENERAL PARTNERS

  
\_\_\_\_\_  
Hugh W. Jones, Jr.  
  
\_\_\_\_\_  
Jeffrey M. Farrar

LIMITED PARTNERS

  
\_\_\_\_\_  
Hugh W. Jones, Jr., Attorney-  
in-fact for Limited Partners

TRANSFEROR OF LIMITED  
PARTNERSHIP INTEREST

CONTEMPORARY FINANCIAL CORP.  
By:   
\_\_\_\_\_

TRANSFeree OF LIMITED  
PARTNERSHIP INTEREST

  
\_\_\_\_\_  
Grant Curtis

STATE OF RHODE ISLAND  
COUNTY OF NEWPORT

In Newport, on this 10 day of April,  
1985, before me personally appeared Mr. Jeffrey M. Farrar, to  
me known and known by me to be the party executing the fore-

going instrument, and he acknowledged said instrument by him executed to be his free act and deed.

Ann Marie Casola  
Notary Public

STATE OF RHODE ISLAND  
COUNTY OF NEWPORT

In Newport, on this 10 day of April, 1985, before me personally appeared Mr. Hugh M. Jones, Jr., to me known and known by me to be the party executing the foregoing instrument individually and as attorney-in-fact for the Limited Partners, and he acknowledged said instrument by him executed to be his free act and deed individually and in said capacity.

Ann Marie Casola  
Notary Public  
My Commission ends June 30, 1986

STATE OF TEXAS  
COUNTY OF DALLAS

In Dallas, Texas, on this 28th day of February, 1985, before me personally appeared Charles C. Fichtner, II, to me known and known by me to be the party executing the foregoing instrument, individually and as President of said Contemporary Financial Corp. Inc. and he acknowledged said instrument by him executed to be his free act and deed, individually and in said capacity, and the free act and deed of said corporation.

Ann Marie Casola  
Notary Public

STATE OF TEXAS  
COUNTY OF DALLAS

In Dallas, Texas, on this 28th day of February,  
1985, before me personally appeared Grant Curtis, to me known  
and known by me to be the party executing the foregoing  
instrument, and he acknowledged said instrument by him executed  
to be his free act and deed.

Dee C. Powell  
Notary Public

Schedule A

Certificate of Limited Partnership  
MILL STREET PARTNERS

<u>LIMITED PARTNERS</u>	<u>NO. OF UNITS</u>	<u>CAPITAL CONTRIBUTIONS</u>
Mr. Roder D. Grady 267 Green End Avenue Middletown, RI 02840	1	\$ 76,000
Mr. Robert B. Connelly 21 Catherine Street Newport, RI 02840	1/2	\$ 38,000
Mr. Chantee Lewis 36 Ayrault Street Newport, RI 02840	1	\$ 76,000
Mr. H. Milton Jones, Sr. 1280 No. Sheridan Road Lake Forest, IL 60045	1	\$ 76,000
Richard N. Sayer, Esq. 2 James Street Middletown, RI 02840	1/2	\$ 38,000
Mr. Mark W. M. Parker 8820 Southwestern #504 Dallas, TX 75206	1/2	\$ 38,000
Mr. and Mrs. Donald H. Garlock 325 Rumstick Road Barrington, RI 02606	1/2	\$ 38,000
Mr. Bruce L. Fowler 9012 Wood Sorrel Drive Richmond, VA 23229	1/2	\$ 38,000
Mr. Grant Curtis 3008 Milton Avenue Dallas, TX 75205	2	\$152,000

Mr. J. Timothy O'Reilly 169 Sea Meadow Drive Portsmouth, RI 02871	1	\$ 76,000
Mr. and Mrs. Byron C. Karzas 300 E. Woodland Road Lake Forest, IL 60045	1	\$ 76,000
Mr. Hugh M. Jones, Jr. Nethercliffe, Ruggles Ave. Newport, RI 02840	1/2	\$ 38,000
	<hr/>	<hr/>
Total	<u>10</u>	<u>\$760,000</u>



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*Jan*

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04/05/85 AM