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ID Number: 49481



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

**LIMITED PARTNERSHIP**

**CERTIFICATE OF AMENDMENT TO  
CERTIFICATE OF LIMITED PARTNERSHIP**

The undersigned, desiring to amend the Certificate of Limited Partnership under and by virtue of the power conferred by Section 7-13-9 of the General Laws of Rhode Island, 1956, as amended, hereby execute the following Certificate of Amendment to the Certificate of Limited Partnership:

1. The name of the limited partnership is:

Rand Associates

2. The date of filing of the Certificate of Limited Partnership is March 23, 1981

3. The Certificate of Limited Partnership (as previously amended 6/24/81, 9/30/81, 11/13/82, 1/31/01, 7/31/02,  
12/8/03, 1/4/07, 2/7/08.  
is amended as follows: (List dates of prior amendment(s), if applicable. If none, so state.)

**[Insert amendment]**

The Certificate of Limited Partnership is amended as shown in the Seventh Amendment attached hereto  
as Exhibit A.

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By FMC  
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4. This Certificate of Amendment is signed by at least one general partner and, if applicable, by each other general partner designated herein as a new general partner.


Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Amendment to the Certificate of Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: May 7, 2008

Rand Associates

Print Name of Limited Partnership

By Ferland Corporation  
a General Partner

By   
William R. Thornley  
President

By \_\_\_\_\_

By \_\_\_\_\_

By \_\_\_\_\_

**SEVENTH AMENDMENT TO THE AMENDED AND RESTATED  
CERTIFICATE AND AGREEMENT OF THE LIMITED PARTNERSHIP OF  
RAND ASSOCIATES**

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THIS SEVENTH AMENDMENT to the Amended and Restated Certificate and Agreement of the Rhode Island Limited Partnership of Rand Associates (the "Partnership"), originally filed with the Secretary of the State of Rhode Island on March 23, 1981 and thereafter amended and restated in accordance with the terms and conditions thereof, is entered into by the undersigned as of the 4<sup>th</sup> day of May, 2008.

WHEREAS, on December 22, 2007, Bernard J. Bernstein, a limited partner of the Partnership, died;

WHEREAS, at the time of his death, Bernard J. Bernstein was the owner of one-half Unit in the Partnership;

WHEREAS, at the time of his death, Bernard J. Bernstein was a resident of the Town of Narragansett, State of Rhode Island;

WHEREAS, an action in connection with the administration of the Estate of Bernard J. Bernstein, with an Estate Number of 2008-3221, was commenced in the Probate Court of the Town of Narragansett;

WHEREAS, on January 25, 2008, the Probate Court of the Town of Narragansett issued an Order which provided that Dorothy K. Bernstein had qualified as Executrix of the Estate of Bernard J. Bernstein, effective February 8, 2008, and that, as the duly qualified Executrix of the Estate of Bernard J. Bernstein, Dorothy K. Bernstein was vested with all the power and authority prescribed by law to said office;

WHEREAS, on or about February 1, 2008, Dorothy K. Bernstein, as the duly appointed Executrix of the Estate of Bernard J. Bernstein, requested that the interest of Bernard J. Bernstein in the Partnership, to wit, one-half Unit, be assigned and transferred to Dorothy K. Bernstein; and

WHEREAS, Dorothy K. Bernstein has accepted the assignment and transfer of the interest of Bernard J. Bernstein in the Partnership, to wit, one-half Unit.

NOW THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Amended and Restated Certificate and Agreement of the Partnership are amended as follows:

1. The Estate of Bernard J. Bernstein hereby resigns and withdraws from the Partnership, and assigns its limited partnership interest in the Partnership, to wit, one-half Unit, to Dorothy K. Bernstein, as reflected in the Schedule A attached hereto.
2. The Partnership and its General Partners have approved the substitution of Dorothy K. Bernstein as a Limited Partner in the Partnership in the place of the Estate of Bernard J. Bernstein.
3. Dorothy K. Bernstein, in her capacity as a Limited Partner of the Partnership, hereby assumes the duties and liabilities of the Estate of Bernard J. Bernstein with respect to the Partnership, and accepts all the terms and provisions of the Amended and Restated Certificate and Agreement of Limited Partnership of the Partnership.
4. Pursuant to the provisions of the Amended and Restated Certificate and Agreement of the Partnership, one of the General Partners of the Partnership is authorized to execute this Amendment on behalf of the Partners of the Partnership.
5. Schedule A of the Amended and Restated Certificate and Agreement of the Partnership is hereby duly amended to reflect that Dorothy K. Bernstein is the owner of one-half Unit in the Partnership.
6. The Estate of Bernard J. Bernstein is hereby duly removed from Schedule A of the Amended and Restated Certificate and Agreement of the Partnership.
7. Except as expressly amended hereby, the Amended and Restated Certificate and Agreement of the Partnership remain in full force and effect, and are hereby ratified and affirmed by the remaining Partners.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands to this Amendment, which may be executed in counterparts, as of the day and year first above written.

Dorothy K. Bernstein as Limited  
Partner of Rand Associates

DKB Dorothy K. Bernstein  
Dorothy K. Bernstein

STATE OF Rhode Island )  
: ss.:  
COUNTY OF Providence )

On this 4th day of May, 2008, before me personally appeared Dorothy K. Bernstein, to me known and known by me to be a Limited Partner of Rand Associates, and known by me to be the person executing the foregoing instrument, and she acknowledged her execution of this document to be her free act and deed, in her capacity as a Limited Partner of Rand Associates.

Mr. A. Brooke Elson  
Notary Public

Ferland Corporation as General  
Partner of Rand Associates

By: [Signature]  
William R. Thornley  
President

Ferland Corporation as Attorney-  
in-Fact for the other Partners of  
Rand Associates

By: [Signature]  
William R. Thornley  
President

STATE OF RHODE ISLAND )  
: ss.:  
COUNTY OF PROVIDENCE )

On this 9th day of May, 2008, before me personally appeared William R. Thornley, to me known and known by me to be the President of Ferland Corporation, a General Partner of Rand Associates and the Attorney-in-Fact for the other Partners of Rand Associates, and known by me to be the person executing the foregoing instrument, and he acknowledged his execution of this document to be his free act and deed, in his capacity as President of Ferland Corporation, and the free act and deed of Ferland Corporation, as a General Partner of Rand Associates and the Attorney-in-Fact for the other Partners of Rand Associates.

Lorraine E. Romano  
Notary Public

LORRAINE E. ROMANO  
Notary Public of Rhode Island  
My Commission Expires 11/25/09

SCHEDULE A

RAND ASSOCIATES

AMENDED AND RESTATED CERTIFICATE AND AGREEMENT  
OF LIMITED PARTNERSHIP

<u>INVESTOR LIMITED PARTNERS</u>	<u>UNITS</u>
Dorothy K. Bernstein 20 Riverside Drive Narragansett, RI 02882	.5
John D. Crouchley Marital Trust c/o The Washington Trust Co. Rogean B. Makowski, Wealth Mgt. 23 Broad Street Westerly, RI 02891	1
Robert J. Crouse, M.D. 20 Gentian Drive Wakefield, RI 02879	.5
Ferland Corporation 85 Douglas Pike Smithfield, RI 02917	6
A. Austin Ferland 96 Port Circle Warwick, RI 02889	6.3
Debra Ferland 96 Port Circle Warwick, RI 02889	2.7
Albert Goldman 605 Middle Street, Unit 35 Braintree, MA 02184	1
Raymond J. Hill 83 Janice Road Warwick, RI 02886	1

Peter G. Jessel, M.D. 40 Brichall Drive Scarsdale, NY 10583	.5
B. Gordon Lisker Jonette Jewelry 373 Taunton Avenue East Providence, RI 02914	.5
Francis L. McNelis, M.D. 37 Bagy Wrinkle Cove Warren, RI 02855	1
Denis M. McNulty 80 Nichols Road Cohasset, MA 02025	1
Norma M. Pezzelli Woonsocket Health Center 262 Poplar Street Woonsocket, RI 02895	2
Arun K. Singh, M.D. 303 Laurel Avenue Providence, RI 02906	1



State of Rhode Island and Providence Plantations

**A. Ralph Mollis**

*Secretary of State*

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly  
executed in accordance with the provisions of Title 7 of the General Laws  
of Rhode Island, as amended, has been filed in this office on this day:  
May 09, 2008 12:47 PM

A. RALPH MOLLIS

*Secretary of State*

