

Filing Fee: \$50.00

ID Number: 000050007



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:

Amalgamated Financial Group VIII L.P.

2. The date of filing of the Certificate of Limited Partnership is October 20, 1986

3. The Certificate of Limited Partnership (as previously amended 6/17/1987, 2/23/1992)

(List dates of prior amendment(s), if applicable. If none, so state.)

is amended as follows:

[insert amendment]

See attached "Exhibit A".

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By 141320

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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: MARCH 29, 2011

Amalgamated Financial Group VIII L.P.

Print Name of Limited Partnership

By its General Partner, South Attleboro Square, LLC,
A Massachusetts Limited Liability Company,
1414 Atwood Avenue, Johnston, RI 02919

By _____

By _____

Alfred Carpiolato
Alfred Carpiolato, Manager

By _____

By _____

By _____

EXHIBIT "A"

AMALGAMATED FINANCIAL GROUP VIII L.P.
THIRD AMENDMENT TO AGREEMENT AND CERTIFICATE OF
LIMITED PARTNERSHIP

THIS THIRD AMENDMENT TO AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP of Amalgamated Financial Group VIII L.P., a Rhode Island limited partnership (the "Partnership"), dated as of March 29, 2011, to Agreement and Certificate of Limited Partnership dated October 20, 1986, as amended, is executed by and among AMALGAMATED DEVELOPMENT II, Inc., a Rhode Island corporation with a principal place of business in the Town of Johnston, State of Rhode Island, South Attleboro Square, LLC, a Massachusetts Limited Liability Company with a principal place of business in the Town of Johnston, State of Rhode Island, Alfred Carpionato of Cranston, Rhode Island and the Estate of Louis Carpionato, of Cranston, Rhode Island.

WITNESSETH

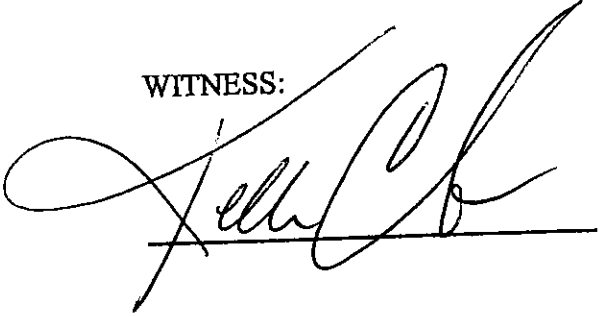
WHEREAS, the parties hereto desire to amend such Agreement and Certificate to reflect the transfer of the general partnership interest in the Partnership from Amalgamated Development II, Inc. to South Attleboro Square, LLC and the transfer of the limited partnership interests of Louis Carpionato to Alfred Carpionato.

NOW, THEREFORE, in consideration of the premises, the parties hereto agree as follows and do swear that:

1. Amalgamated Development II, Inc. hereby withdraws as the General Partner of the Partnership and its interest as General Partner of the Partnership is hereby assigned and transferred to South Attleboro Square, LLC, a Massachusetts limited liability company.
2. Louis Carpionato withdraws as a Limited Partner of the Partnership and his interest as a Limited Partner in the Partnership is hereby assigned and transferred to Alfred Carpionato.
3. Schedule "A" of the Partnership Agreement is amended to read in conformity with Schedule "A" attached hereto and made a part hereof;
4. The name of the Partnership is Amalgamated Financial Group VIII L.P.
5. All the provisions of the Partnership Agreement and Partnership Certificate, as amended, are hereby ratified and confirmed.

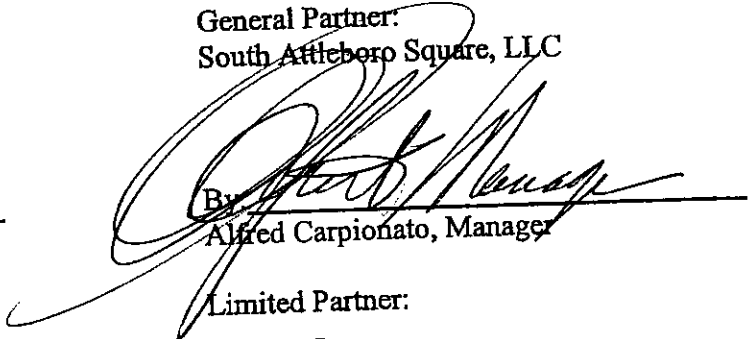
IN WITNESS WHEREOF, this amendment has been duly executed by the parties hereto on the date first above written.

WITNESS:



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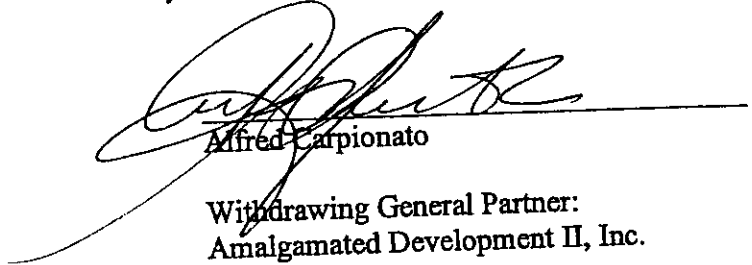
General Partner:
South Attleboro Square, LLC



A handwritten signature in cursive script, appearing to be 'Alfred Carpionato', written over a horizontal line.

By: Alfred Carpionato, Manager

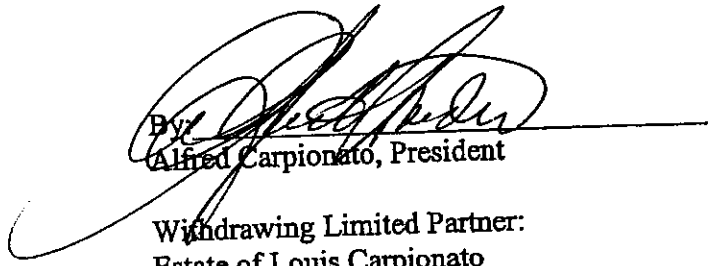
Limited Partner:



A handwritten signature in cursive script, appearing to be 'Alfred Carpionato', written over a horizontal line.

Alfred Carpionato

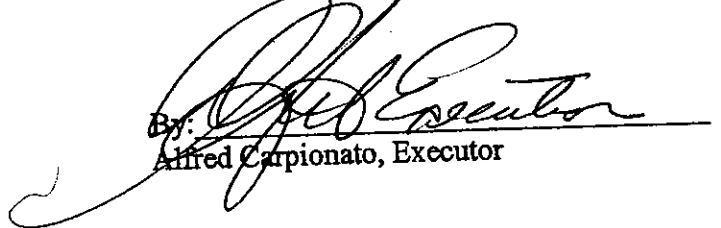
Withdrawing General Partner:
Amalgamated Development II, Inc.



A handwritten signature in cursive script, appearing to be 'Alfred Carpionato', written over a horizontal line.

By: Alfred Carpionato, President

Withdrawing Limited Partner:
Estate of Louis Carpionato



A handwritten signature in cursive script, appearing to be 'Alfred Carpionato', written over a horizontal line.

By: Alfred Carpionato, Executor

SCHEDULE "A"

AMALGAMETD FINANCIAL GROUP VIII, L.P.

CAPITAL CONTRIBUTIONS AND PERCENTAGE INTERESTS

GENERAL PARTNER:

South Attleboro Square, LLC
1414 Atwood Avenue
Johnston, RI 02919

Cash: \$1,000.00
Percentage Interest: 1%

LIMITED PARTNER:

Alfred Carpionato
1414 Atwood Avenue
Johnston, RI 02919

Cash: \$750.00
Percentage Interest: 99%



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:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

