

CERTIFICATE OF LIMITED PARTNER

We, ANTHONY VIOLA, JR. and EUGENE M. NELSON, the subscribers, having formed a limited co-partnership pursuant to the laws of the State of Rhode Island, do hereby certify and state:

I.

The name of the co-partnership is VINEL COMPANY.

II.

That the character of the business is to deal in real estate, the leasing of property and all incidental thereto.

III.

The location of the principal place of business and office is at 149 Gano Street, Providence, Rhode Island.

IV.

That the name and residence of each member, general and limited partners being respectively designated, are as follows:

<u>General Partner</u>	
ANTHONY VIOLA, JR.	100 Hazard Avenue, Providence, R. I.
<u>Limited Partner</u>	
EUGENE M. NELSON	311 Freeman Parkway, Providence, R. I.

V.

That the term for which the partnership shall exist is for twenty years from January 16, 1967 to January 15, 1987.

VI.

That the amount of cash contributed by the limited partner is as follows: \$2,500

VII.

There shall be no additional contributions by the limited partner.

VIII.

There is no agreement as to when the contribution of the limited partner is to be returned.

IX.

The share of profits by way of income which the limited partner shall receive in regards to his contribution shall be based on the net profits of the business in proportion to the sum contributed by him as relates to the total amount of the capital of the partnership as determined at the end of each annual year as indicated by the prepared partnerships profit or loss statement of the partnership for Federal Income Tax purposes.

X.

A limited partner has no right to assign his rights to another as a contributor in his place.

XI.

There is no right of the partners to admit additional limited partners.

XII.

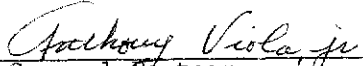
There is one limited partner in this agreement, therefore Section 12 is not applicable.

XIII.

There is no right given of the remain general partner to continue the business on death, retirement or insanity of a general partner.

XIV.

There is no right given of a limited partner to demand and receive other than cash in return for his contribution.


General Partner


Limited Partner

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In Providence on the 16th day of January A.D., 1967, before me personally appeared ANTHONY VIOLA, JR. and EUGENE M. NELSON in their aforestated capacity, to me known and known by me to be the parties executing the foregoing instrument in their aforestated capacities and they acknowledged said instrument by them executed to be their free acknowledgement in fact and deed.


Notary Public

MEMBER
MASSACHUSETTS BAR
RHODE ISLAND BAR

EVENINGS
TEL. 739-4793

Edward John Mulligan

ATTORNEY AT LAW
350 MAIN STREET
PAWTUCKET, R. I.
724-2525

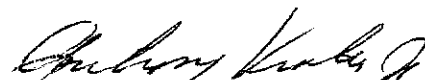
November 30, 1967

Office of the Secretary of State
State House
Providence, Rhode Island

Dear Sir:

Please be notified that VINEL, INC., a Rhode Island Corporation, duly created on February 6, 1967, does hereby authorize the Limited Partnership between Anthony Viola, Jr., and Eugene M. Nelson to operate as doing business as VINEL COMPANY has filed in the Office of the Secretary of State on November 30, 1967.

Anthony Viola, Jr., in accordance with the by-laws of aforestated Corporation was authorized to execute this letter as President thereof and seal this letter with the seal of said Corporation.



Anthony Viola, Jr., President
of VINEL, INC.

Line Company

NOV 30-67 SEC-OF STATE 596 CD***\$5.00