

AMENDED AND RESTATED CERTIFICATE OF
LIMITED PARTNERSHIP OF SKYVIEW ASSOCIATES

797432

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

Pursuant to the provisions of Section 7-13-26 G.L.R.I., 1956, as amended (1969 Re-enactment), the undersigned, as general and limited partners, as the case may be, of Skyview Associates, adopt the following amended and restated certificate of formation:

FIRST: The name of the partnership is Skyview Associates.

SECOND: The general and limited partners of the partnership on January 24, 1980, in the manner prescribed by Chapter 7-13 of the G.L.R.I., 1956, as amended (1969 Re-enactment) adopted the following amended and restated certificate of limited partnership:

"I. The name of the partnership is as stated in the Skyview Associates Certificate of Limited Partnership, a photocopy of which is annexed hereto and incorporated by reference herein.

"II. The character of the business conducted by the partnership is as stated in the Skyview Associates Certificate of Limited Partnership, a photocopy of which is annexed hereto and incorporated by reference herein.

"III. The location of the principal place of business of the partnership is as stated in the Skyview Associates Certificate of Limited Partnership, a photocopy of which is annexed hereto and incorporated by reference herein.

"IV. The name and place of residence of each member, general and limited partners being respectively designated, are as stated in the Skyview Associates Certificate of Limited Partnership, a photocopy of which is annexed hereto and incorporated by reference herein.

"V. The term for which the partnership is to exist is from September 21, 1979 to December 31, 2003 unless sooner terminated in accordance with the Skyview Associates Limited Partnership Agreement, a photocopy of which is annexed hereto and incorporated by reference herein.

"VI. The amount of cash and a description and the agreed value of the other property contributed by each limited partner are as stated in the Skyview Associates Certificate of Limited Partnership, a photocopy of which is annexed hereto and incorporated by reference herein.

"VII. The additional contributions, if any, agreed to be made by each limited partner and the times at which or events on the happening of which they shall be made are as stated in the Skyview Associates Certificate of Limited Partnership, a photocopy of which is annexed hereto and incorporated by reference herein.

"VIII. The time, if agreed upon, when the contribution of each limited partner is to be returned is as stated in the Skyview Associates Certificate of Limited Partnership, a photocopy of which is annexed hereto and incorporated by reference herein.

"IX. The interest which a limited partner shall receive by reason of his contribution is as stated in the Skyview Associates Certificate of Limited Partnership, a photocopy of which is annexed hereto and incorporated by reference herein.

"X. The right, if given, of a limited partner to substitute an assignee as contributor in his place and the terms and conditions of such substitution are as stated in the Skyview Associates Certificate of Limited Partnership, a photocopy of which is annexed hereto and incorporated by reference herein.

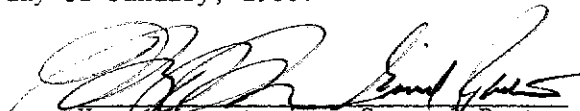
"XI. The right, if given, of the partners to admit additional limited partners is as stated in the Skyview Associates Certificate of Limited Partnership, a photocopy of which is annexed hereto and incorporated by reference herein.


"XII. The right, if given, of one or more of the limited partners to priority over other limited partners as to contributions or as to compensation by way of income and the nature of such priority are as stated in the Skyview Associates Certificate of Limited Partnership, a photocopy of which is annexed hereto and incorporated by reference herein.

"XIII. The right, if given, of the remaining general partner or partners to continue the business on the death, retirement, or insanity of the general partner is as stated in the Skyview Associates Certificate of Limited Partnership, a photocopy of which is annexed hereto and incorporated by reference herein.

"XIV. The right, if given, of a limited partner to demand and receive property other than cash in return for his contribution is as stated in the Skyview Associates Certificate of Limited Partnership, a photocopy of which is annexed hereto and incorporated by reference herein.

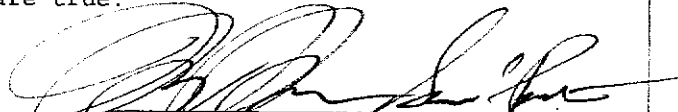
IN WITNESS WHEREOF the parties hereto have set their hands and seals this *24th* day of January, 1980.


Harry Harootunian, General Partner

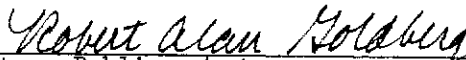

Harry Harootunian, Attorney-in-Fact for the persons listed in Article IV of the Skyview Associates Certificate of Limited Partnership, a photocopy of which is annexed hereto and incorporated by reference herein.

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

Harry Harootunian, being duly sworn, does depose and say that he is the general partner named in the foregoing Amended and Restated Certificate of Limited Partnership of Skyview Associates, and that the statements made in said Amended and Restated Certificate are true.

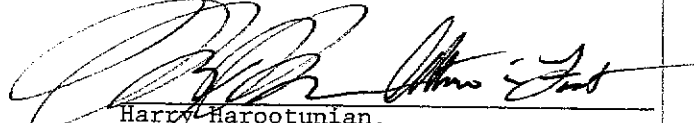

Harry Harootunian, General Partner

Subscribed and sworn to before me this 24th day of
January, 1980.

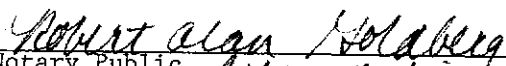

Notary Public *Notary Public*

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

Harry Harootunian, being duly sworn, does depose and say that he is attorney-in-fact for each of the limited partners listed in Article IV of the Skyview Associates Certificate of Limited Partnership, a photocopy of which is annexed hereto and incorporated by reference herein, for the purpose of executing the said Amended and Restated Certificate, and the statements made by him as said attorney-in-fact in said Amended and Restated Certificate are true.


Harry Harootunian,
Attorney-in-Fact

Subscribed and sworn to before me this 24th day of
January, 1980.


Notary Public *Notary Public*

AMENDED AND RESTATED
CERTIFICATE OF
LIMITED PARTNERSHIP
OF SKYVIEW ASSOCIATES

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

January 21, 1980

SELYA AND IANNUCCILLO, INC.

THE WILLIAM EARLE HOUSE
320 SOUTH MAIN STREET
PROVIDENCE, RI, 02903

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