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CERTIFICATE OF LIMITED PARTNERSHIP

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Rhode Island, certify as follows:

1. The name of the partnership is G & D Partners, L.P.

2. The purpose of the partnership is owning and operating improved real estate in the State of Rhode Island and elsewhere and purchasing and selling, improved and unimproved, real estate and developing or improving the same from time to time.

3. The principal office of the partnership is at 3 Church Cove Road, Bristol, Rhode Island. The agent for service of process is Harold H. Winsten, One Old Stone Square, Providence, Rhode Island 02903.

4. The name and place of residence of each partner interested in the partnership are as follows:

(a) General Partner: Paul A. D'Amico
3 Church Cove Road
Bristol, RI 02809

(b) Limited Partners: Mrs. Nance Grasso
1119 Sunset Ridge Lane
Tarpon Springs, FL 34689

Mrs. Bethany D. Stutts
14323 Key Deer Drive
Midlothian, VA 23112

Ms. Michelle Lee D'Amico
1255 Nuuanu Ave., Apt. E1504
Honolulu, HI 96813

Mr. Paul A. D'Amico, Jr.
2228 Observatory Place, N.W.
Washington, DC 20007

5. The term for which the partnership is to exist is from January 1, 1991, to and including December 31, 1991, and thereafter from year to year.

6. The amount of cash and tangible and intangible other property at agreed values contributed by each partner are:

- (a) General Partner: Paul A. D'Amico \$80,000.00
- (b) Limited Partners (collectively): \$320,000.00
(cash \$10,000.00; other property \$310,000.00)

7. The contribution of the Limited Partners may be returned by said partnership by agreement. Additional contributions to capital shall be made upon agreement of all partners.

8. The share of the profits or other income and losses which each limited partner shall be entitled to receive shall be borne between General and Limited Partners in the proportions in which each has contributed to the capital of the partnership.

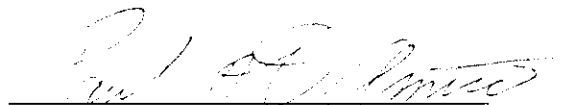
9. The partnership may be dissolved at any time by

agreement of all partners. Net assets shall be distributed (a) to pay or provide for the payment of all liabilities and liquidating expenses and obligations, (b) repayment of amounts borrowed, and if from partners, pro rata, (c) to pay any balance of the income accounts, pro rata, (d) to restore the capital accounts to the original proportions of the partners' interests, and (e) to discharge the balance of the capital accounts of the partners.

Dated at Pawtucket, Rhode Island

December 28, 1990

G & D PARTNERS, L.P


General Partner

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SECURITY DIVISION

DEC 31 1 57 PM '90

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DEFINITION
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