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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

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SECRETARY OF STATE
CORPORATIONS DIV
2017 DEC -4 PM 4: 25

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:

Prospect Redevelopment III Limited Partnership

2. The date of filing of the Certificate of Limited Partnership is November 15, 2017

3. The Certificate of Limited Partnership (as previously amended None)

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

is amended as follows:

[Insert amendment]

Article 4 of the Certificate of Limited Partnership is hereby amended as follows:

Prospect III Development Company LLC hereby withdraws as the General Partner

Prospect Redevelopment III GP LLC is hereby admitted as the new General Partner

The address of Prospect Redevelopment III GP LLC is: 6 Faneuil Hall Marketplace, Boston, MA 02109

FILED

DEC 04 2017
BY 319080
A.A. 4:25 p.m.

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: 12-4-2017

Prospect Redevelopment III Limited Partnership

Print Name of Limited Partnership

By Prospect Redevelopment III GP LLC, General Partner

By Prospect Redevelopment III MM LLC, Managing Member

By WDP Manager Corp., Manager

By Gilbert J. Winn, President





State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, 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:

December 04, 2017 04:25 PM

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea
Secretary of State

