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CERTIFICATE OF LIMITED PARTNERSHIP

OF

BSA Associates Limited Partnership

We, the undersigned, being all of the general and limited partners of BSA Associates Limited Partnership, a limited partnership formed pursuant to the laws of the State of Rhode Island, and each being duly sworn, do agree and certify as follows:

1. The name of the Partnership shall be BSA Associates Limited Partnership.
2. The character of the business conducted by the Partnership shall be to acquire an interest as a general partner in Burritt School Associates, a Rhode Island limited partnership ("Associates"), and to take such action as may be needed to assure that Associates may fulfill its purposes to acquire for development, rehabilitation and investment certain real property located in New Britain, Connecticut ("Property"), and for Associates to own, develop, manage, mortgage, lease, exchange, sell, or otherwise transfer or dispose of the Property, to arrange and to negotiate for the sale and syndication, so-called, of limited partnership interests in Associates, and to do all things necessary to acquire an interest as a general partner in Associates and to carry out the foregoing purposes and all business activities necessary or related thereto.

3. The principal place of business of the Partnership will be 75 Lambert Lind Highway, Warwick, Rhode Island 02886, or at such other place or places as the General Partners may, from time to time, designate.

4. The name and place of residence of each of the Partners is as follows:

<u>General Partners</u>	<u>Residence</u>
Kelly & Picerne Venture Corp.	75 Lambert Lind Highway Warwick, Rhode Island 02886
David R. Picerne	5828 East Calle Del Norte Phoenix, Arizona 85018
Robert M. Picerne	22 Falmouth Road Cranston, Rhode Island 02920
Kenneth A. Picerne	1824 East Gardenia Phoenix, Arizona 85020
<u>Limited Partner</u>	<u>Residence</u>
Thomas R. Broussard	172 North Las Palmas Avenue Los Angeles, California 90004

5. The term of existence of the Partnership shall be from the date hereof until the business of the Partnership shall have terminated or until December 31, 2025.

6. Kelly & Picerne Venture Corp. shall contribute thirty-nine (\$39.00) dollars, David R. Picerne and Robert Picerne shall each contribute four (\$4.00) dollars, Kenneth A. Picerne shall contribute two (\$2.00) dollars and Thomas R. Broussard shall contribute fifty-one (\$51.00) dollars to the capital of the Partnership.

7. The Limited Partner has not agreed to make any additional capital contributions to the Partnership.

8. The capital contributions of each Partner to the extent not otherwise repaid shall be returned, to the extent that funds are available for such purpose, upon the termination and liquidation of the Partnership.

9. The net profits of the Partnership from all sources and the net proceeds, resulting from the ordinary and regular operations and/or the sale, mortgage, refinancing or condemnation of any property held by the Partnership and/or Associates shall be divided among each of the Partners as follows: 39.49% to Kelly & Picerne Venture Corp., 4% to Robert M. Picerne, 4% to David R. Picerne, 2% to Kenneth A. Picerne, and 50.51% to Thomas R. Broussard. After the deduction of such amounts as shall be determined by the General Partners to be reasonably required for reserves and the return of the Partners' capital contributions, the General Partners and the Limited Partners shall each receive all distributions from the Partnership in accordance with such Partner's interest in the Partnership as set forth in the preceding sentence.

10. The Limited Partner shall not have the right to substitute an assignee in his place except with the consent of the General Partners.

11. The General Partners shall not have the right to admit without the approval of the Limited Partner additional Partners.

12. No Limited Partner shall have a right to priority over any other Limited Partner as to contributions or as to compensation by way of income.

13. Upon the liquidation, bankruptcy or retirement of a General Partner, the Partnership may be continued if the other surviving or remaining competent Partners so elect, provided, however, that any individual General Partner may retire or withdraw without any such election so long as Kelly & Picerne Venture Corp. is a General Partner and such withdrawing or retiring General Partner assigns its interest as a General Partner to the remaining General Partners.

14. The Limited Partner shall not have the right to demand and receive property other than cash in return for his capital contribution.

IN WITNESS WHEREOF, we have hereunto set our hands this 23rd day of January, 1984.

GENERAL PARTNERS

KELLY & PICERNE VENTURE, CORP.

By:

Arthur L. Kramer  
ARTHUR L. KRAMER, Vice President

Robert M. Picerne  
Robert M. Picerne by Arthur L. Kramer, a Vice President of Kelly & Picerne Venture Corp., attorney-in-fact

David R. Picerne  
David R. Picerne by Arthur L. Kramer, a Vice President of Kelly & Picerne Venture Corp., attorney-in-fact

Kenneth A. Picerne  
Kenneth A. Picerne by Arthur L. Kramer, a Vice President of Kelly & Picerne Venture Corp., attorney-in-fact

LIMITED PARTNER

*Thomas R. Broussard*  
by *Arthur L. Kramer*  
Thomas R. Broussard by Arthur L. Kramer, a Vice President of Kelly & Picerne Venture Corp., attorney-in-fact

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

In Providence , in said County, this 23rd day of January, 1984, before me personally appeared Arthur L. Kramer the duly elected Vice President of Kelly & Picerne Venture Corp., to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument, by him executed, to be his free act and deed, individually and as such corporate officer, and the free act and deed of said corporation.

*D. S. Kaplan*  
Notary Public  
Daniel S. Kaplan  
My commission expires June 30, 1986

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

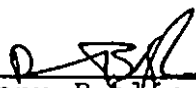
In Providence , in said County, this 23rd day of January, 1984, before me personally appeared Arthur L. Kramer, to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument, by him executed, to be his free act and deed individually and in said capacity as Attorney-in-fact for Robert M. Picerne and declared that the statements made therein were true.

*D. S. Kaplan*  
Notary Public  
Daniel S. Kaplan  
My commission expires June 30, 1986

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE


In Providence , in said County, this 23rd day of January, 1984, before me personally appeared Arthur L. Kramer, to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument, by

him executed, to be his free act and deed individually and in said capacity as Attorney-in-fact for David R. Picerne and declared that the statements made therein were true.

  
\_\_\_\_\_  
Notary Public  
Daniel S. Kaplan  
My commission expires June 30, 1986


STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

In Providence , in said County, this 23rd day of January, 1984, before me personally appeared Arthur L. Kramer, to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument, by him executed, to be his free act and deed individually and in said capacity as Attorney-in-fact for Kenneth A. Picerne and declared that the statements made therein were true.

  
\_\_\_\_\_  
Notary Public  
Daniel S. Kaplan  
My commission expires June 30, 1986

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

In Providence , in said County, this 23rd day of January, 1984, before me personally appeared Arthur L. Kramer, to me known and known by me to be the person executing the foregoing instrument, and he acknowledged said instrument, by him executed, to be his free act and deed individually and in said capacity as Attorney-in-fact for Thomas R. Broussard and declared that the statements made therein were true.

  
\_\_\_\_\_  
Notary Public  
Daniel S. Kaplan  
My commission expires June 30, 1986

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, Robert M. Picerne, of the City of Warwick County of Kent and State of Rhode Island do hereby appoint the President, any Executive Vice President, any Senior Vice President, any Vice President, the Treasurer, the Secretary and any Assistant Secretary of Kelly & Picerne Venture Corp., in my place and stead, to be my true and lawful attorney in fact for me and in my name and in my stead, to do all things and take all acts, file all papers and execute all documents and agreements in connection with the formation and/or continuation of BSA Associates Limited Partnership, a Rhode Island limited partnership (the "Partnership"), and to conduct the purposes of the Partnership, to effectuate, with full power and authority to act in the undersigned's name, place and stead in effectuating and requisite to carrying out the intention and purposes of the Partnership including, but not limited to, the execution, acknowledgement, swearing to, delivering, filing and recording of all Certificates of Limited Partnership and amendments thereto, and any and all agreements, documents, conveyances, leases, loan documents and/or counterparts thereof including any and all in connection with the syndication of limited partnership interest in Burritt School Associates, a Rhode Island limited partnership, of which the Partnership is a general partner and other documents which any of said officers deem to be necessary or reasonably appropriate.

The appointment of any of the aforementioned corporate officers of Kelly & Picerne Venture Corp. as aforesaid as the undersigned's attorney-in-fact shall be deemed to be a power coupled with an interest.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30th day of December, A.D. 1983.

Robert M. Picerne  
Robert M. Picerne

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

In Providence on the 30th day of December, A.D. 1983 before me personally appeared Robert M. Picerne, to me known and known by me to be the party executing the foregoing instrument, who acknowledged said instrument by him executed, to be his free act and deed.

D. J. [Signature]  
Notary Public  
DANIEL S. ZAPLAN  
Print or type name of Notary

My commission expires: June 30, 1986

[Seal]

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, David R. Picerne, of the City of Phoenix, County of Maricopa and State of Arizona do hereby appoint the President, any Executive Vice President, any Senior Vice President, any Vice President, the Treasurer, the Secretary and any Assistant Secretary of Kelly & Picerne Venture Corp., in my place and stead, to be my true and lawful attorney in fact for me and in my name and in my stead, to do all things and take all acts, file all papers and execute all documents and agreements in connection with the formation and/or continuation of BSA Associates Limited Partnership, a Rhode Island limited partnership (the "Partnership"), and to conduct the purposes of the Partnership, to effectuate, with full power and authority to act in the undersigned's name, place and stead in effectuating and requisite to carrying out the intention and purposes of the Partnership including, but not limited to, the execution, acknowledgement, swearing to, delivering, filing and recording of all Certificates of Limited Partnership and amendments thereto, and any and all agreements, documents, conveyances, leases, loan documents and/or counterparts thereof including any and all in connection with the syndication of limited partnership interest in Burritt School Associates, a Rhode Island limited partnership, of which the Partnership is a general partner and other documents which any of said officers deem to be necessary or reasonably appropriate.

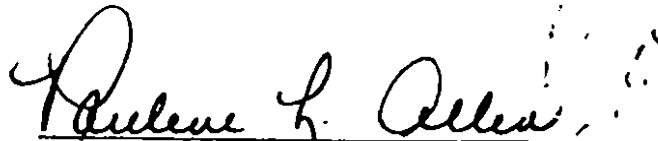
The appointment of any of the aforementioned corporate officers of Kelly & Picerne Venture Corp. as aforesaid as the undersigned's attorney-in-fact shall be deemed to be a power coupled with an interest.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27th day of December, A.D. 1983.

  
David R. Picerne

STATE OF RHODE ISLAND  
COUNTY OF KENT

In Warwick, on the 27th day of December, A.D. 1983 before me personally appeared David R. Picerne, to me known and known by me to be the party executing the foregoing instrument, who acknowledged said instrument by him executed, to be his free act and deed.

  
Notary Public  
PAULINE L. ALLEN  
Print or type name of Notary

My commission expires: June 30, 1986

[Seal]



POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, Kenneth A. Picerne, of the City of Phoenix, County of Maricopa and State of Arizona do hereby appoint the President, any Executive Vice President, any Senior Vice President, any Vice President, the Treasurer, the Secretary and any Assistant Secretary of Kelly & Picerne Venture Corp., in my place and stead, to be my true and lawful attorney in fact for me and in my name and in my stead, to do all things and take all acts, file all papers and execute all documents and agreements in connection with the formation and/or continuation of BSA Associates Limited Partnership, a Rhode Island limited partnership (the "Partnership"), and to conduct the purposes of the Partnership, to effectuate, with full power and authority to act in the undersigned's name, place and stead in effectuating and requisite to carrying out the intention and purposes of the Partnership including, but not limited to, the execution, acknowledgement, swearing to, delivering, filing and recording of all Certificates of Limited Partnership and amendments thereto, and any and all agreements, documents, conveyances, leases, loan documents and/or counterparts thereof including any and all in connection with the syndication of limited partnership interest in Burritt School Associates, a Rhode Island limited partnership, of which the Partnership is a general partner and other documents which any of said officers deem to be necessary or reasonably appropriate.

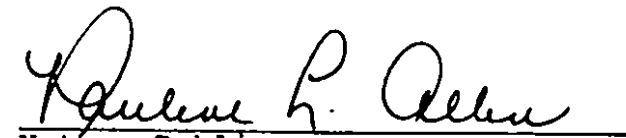
The appointment of any of the aforementioned corporate officers of Kelly & Picerne Venture Corp. as aforesaid as the undersigned's attorney-in-fact shall be deemed to be a power coupled with an interest.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27th day of December, A.D. 1983.

  
Kenneth A. Picerne

STATE OF RHODE ISLAND  
COUNTY OF KENT

In Warwick, on the 27th day of December, A.D. 1983 before me personally appeared Kenneth A. Picerne, to me known and known by me to be the party executing the foregoing instrument, who acknowledged said instrument by him executed, to be his free act and deed.

  
Notary Public  
PAULINE H. ALLEN  
Print or type name of Notary

My commission expires: June 30, 1986

[Seal]

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, Thomas R. Broussard, of the City of \_\_\_\_\_, County of \_\_\_\_\_ and State of California do hereby appoint the President, any Executive Vice President, any Senior Vice President, any Vice President, the Treasurer, the Secretary and any Assistant Secretary of Kelly & Picerne Venture Corp., in my place and stead, to be my true and lawful attorney in fact for me and in my name and in my stead, to file all papers and execute all documents, agreements and certificates in connection with the formation of BSA Associates Limited Partnership, a Rhode Island limited partnership (the "Partnership"), with full power and authority to act in the undersigned's name, place and stead in effectuating and requisite to executing, acknowledging, swearing to, delivering, filing and recording of all Certificates of Limited Partnership and amendments thereto.

The appointment of any of the aforementioned corporate officers of Kelly & Picerne Venture Corp. as aforesaid as the undersigned's attorney-in-fact shall be deemed to be a power coupled with an interest.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30th day of December, A.D.1983.

Thomas R. Broussard  
Thomas R. Broussard

STATE OF CALIFORNIA  
COUNTY OF Los Angeles

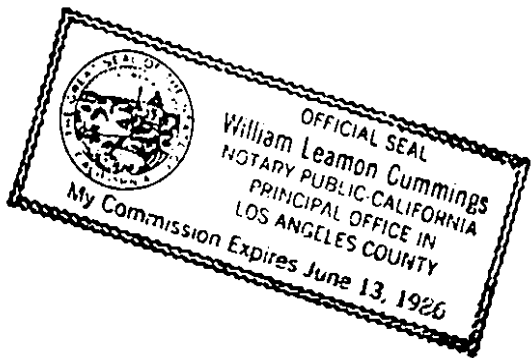
In Los Angeles, on the 30th day of December, A.D.1983 before me personally appeared Thomas R. Broussard to me known and known by me to be the party executing the foregoing instrument, who acknowledged said instrument by him executed, to be his free act and deed.

William Leamon Cummings  
Notary Public

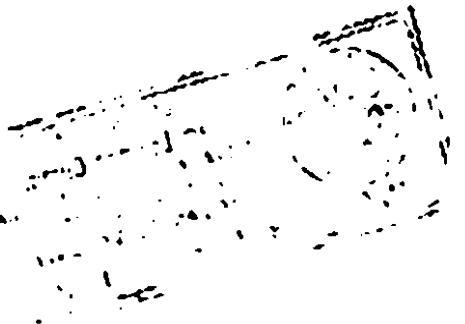
William Leamon Cummings  
Print or type name of Notary

My commission expires: 6/13/86

[Seal]



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*[Signature]*