

Filing Fee: \$50.00

ID Number: 49351



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

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JUL 29 12 45 PM '03

LIMITED PARTNERSHIP

CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
(To Be Filed In Duplicate Original)

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, 1956, as amended, hereby execute the following Certificate of Amendment to the Certificate of Limited Partnership:

1. The name of the limited partnership is:

Sparrows Point II Associates

2. The date of filing of the Certificate of Limited Partnership is December 28, 1977

3. The Certificate of Limited Partnership (as previously amended on 6/30/78, 7/17/78, 4/4/88, 4/15/93 & 7/5/96

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

is amended as follows:

[Insert amendment]

That Paragraph IV of the Certificate is hereby amended to (a) delete the name and address of The Estate of Harry J. Woloohojian as a General Partner, (b) delete the name and address of Elizabeth Bogosian as a General Partner, and (c) insert the name and address of United Management Trust, LLC, 20 Centerville Road, Warwick, RI 02886 as a General Partner.

FILED

JUL 29 2003

By [Signature]

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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: July 24 2003

Sparrows Point II Associates

Print Name of Limited Partnership
United Management Trust, LLC

M. Peter Wolchojian
Name: _____

By M. Peter Wolchojian _____

By J. H. Wolchojian _____

By _____

By _____