

Filing Fee: \$50.00



State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND
02903-1335

CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP

Be it Known to All by these Presents, That we, the undersigned, of
110 Sand Hill Cove Road, Narragansett, R. I. 02882

desiring to amend the Certificate of said partnership, under and by virtue of the power conferred by
Chapter 7-13-9 of the General Laws of Rhode Island hereby execute the following Certificate of
Amendment to its Certificate of Limited Partnership.

FIRST. The name of the Limited Partnership is
The Meiselman Life Insurance Limited PARTNERSHIP

SECOND. The date of the filing of the Certificate of Limited Partnership is
DECEMBER 13, 1994

THIRD. The Certificate of Limited Partnership (as amended on
omit PM

(List all dates of amendment or omit if not applicable)

is amended as follows:

(Insert amendment)

Please see appended S/A page Amendment

FILED

DEC 23 1994

By 4659133884

Vertical stamp on the right side of the page, partially legible.

In Testimony Whereof, We have hereunto set our hands and stated our residences this

19th day of DECEMBER A.D. 19⁹⁴

Signature (s) of at least one general partner and by each other general partner(s) designated as a new general partner (s)

v. PAULA Paula Meiselman

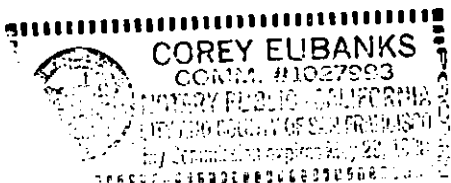
State of California }
County of San Francisco } Sc

At 10 o'clock in said county on the 14th day of December

19⁹⁴, before me personally appeared Paula S. Meiselman

who being by me first duly sworn, declared that he/she is the General Partner of The Meiselman Life Insurance Limited Partnership

that he/she signed the foregoing document as such General Partner of the corporation, and that the statements therein are true.



Corey Eubanks
Notary Public

CCALP

**FIRST AMENDMENT TO
THE MEISELMAN INSURANCE LIMITED PARTNERSHIP AGREEMENT**

THIS FIRST AMENDMENT is made on DECEMBER 19,
1994, to the MEISELMAN INSURANCE LIMITED PARTNERSHIP AGREEMENT
("the Agreement"), executed on DECEMBER 5, 1994.

PURPOSES:

The purpose of this Amendment is to amend Schedule A to indicate that HOPE ELMORE MEISELMAN does, by this amendment, assign to each of the other partners all of her Limited Partnership Interest.

I.

Schedule A to the Agreement, as amended, shall read as follows:

SCHEDULE A

(AFTER THIS AMENDMENT)

PARTNERS AND PARTNERSHIP INTERESTS

| | Partnership Interests | Initial Capital Contributions |
|---|--------------------------|----------------------------------|
| General Partners | | |
| LAURA J. MEISELMAN 20 West 85th Street New York, N.Y. 10024 | 16.666% | \$ 331,666 |
| PAULA SUE MEISELMAN 2190 Beach Street San Francisco, CA 94123 | 16.666% | \$ 331,666 |
| JANET L. MEISELMAN 10 Capra Way San Francisco, CA 94123 | 16.668% | \$ 331,668 |
| Subtotal | 50% | \$ 995,000 |
| Limited Partners | | |
| LAURA J. MEISELMAN 20 West 85th Street New York, N.Y. 10024 | 16.666% | \$ 335,000 |
| PAULA SUE MEISELMAN 2190 Beach Street San Francisco, CA 94123 | 16.666% | \$ 335,000 |
| JANET L. MEISELMAN 10 Capra Way San Francisco, CA 94123 | 16.668% | \$ 335,000 |
| Subtotal | 50% | \$ 1,005,000 |
| Total | <u>100%</u> | <u>\$ 2,000,000</u> |

II.

All other provisions of the original agreement are hereby ratified and affirmed.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Agreement of Partnership, under seal, on the date written above.

Hope Elmore Meiselman (SEAL)
HOPE ELMORE MEISELMAN, Assignor and Limited Partner

STATE OF Florida

CITY/COUNTY OF SARASOTA, to wit:

Sworn and acknowledged before me on December 19, 1994, 1994, by HOPE ELMORE MEISELMAN, who is known to me, in my locality noted above.

L. Gwynne Ellison
Notary Public

My commission expires _____.



Laura Meiselman

(SEAL)

LAURA J. MEISELMAN, Assignee and
General and Limited Partner

STATE OF New York,

CITY/COUNTY OF Putnam, to wit:

Sworn and acknowledged before me on December 19,
1994, by LAURA J. MEISELMAN, who is known to me, in my locality
noted above.

James W. Lee
Notary Public

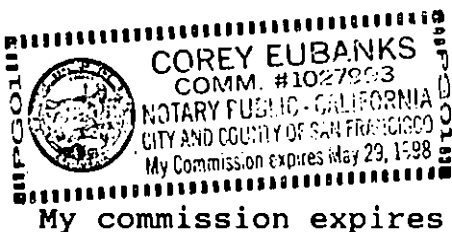
My commission expires 7/95
RESIGNED CLERK
Notary Public for the State of New York
No. 10112105
Qualified in Dutchess County
Commission Expires 7/95

Paula S. Meiselman (SEAL)
PAULA SUE MEISELMAN, Assignee and
General and Limited Partner

STATE OF California,

CITY/COUNTY OF San Francisco, to wit:

Sworn and acknowledged before me on December 19,
1994, by PAULA SUE MEISELMAN, who is known to me, in my
locality noted above.



Corey Eubanks
Notary Public

My commission expires

5/29/98

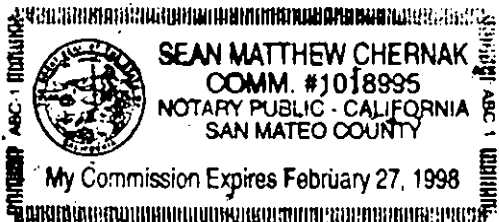


JANET L. MEISELMAN, Assignee and
General and Limited Partner (SEAL)

STATE OF California

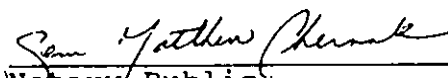
CITY/COUNTY OF San Mateo, to wit:

Sworn and acknowledged before me on December 19,
1994, by JANET L. MEISELMAN, who is known to me, in my locality
noted above.



My Commission Expires February 27, 1998

My commission expires February 27, 1998.



Notary Public