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OCT 25 2004

By AMF

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RHL CAPITAL PARTNERS, LP
CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership under and by virtue of the powers conferred by Section 7-13-8 of the General Laws, 1956, as amended, do execute the following Certificate of Limited Partnership:

1. The name of the limited partnership shall be:

RHL CAPITAL PARTNERS, LP *ok*

2. The address of the specified office in this state where the records of the limited partnership shall be kept is:

165 Shippee Road, Greenwich, Rhode Island, 02181

3. The name and address of the specified agent for service of process is:

RODERICK H. LICHTENFELS

165 Shippee Road; Greenwich; Rhode Island; 02181

4. The name and business address of each general partner is:

<u>General Partner</u>	<u>Business Address</u>
LISA M. LICHTENFELS and THEODORE LICHTENFELS, Co-Trustees of the LICHTENFELS FAMILY IRREVOCABLE TRUST	165 Shippee Road, Greenwich, Rhode Island, 02181

5. The mailing address for the limited partnership is:

165 Shippee Road, Greenwich, Rhode Island, 02181

6. Any other matters the partners determine to include herein:

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SECRETARY OF STATE
CORPORATIONS DIV.
OCT 25 3 10 PM '04

(If additional space is required, please list on separate attachment.)

Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

LICHTENFELS FAMILY IRREVOCABLE TRUST, General Partner

Date: August 26, 2004 By: Lisa M. Lichtenfels
LISA M. LICHTENFELS, Co-Trustee

Date: August 26, 2004 By: Theodore H. Lichtenfels
THEODORE H. LICHTENFELS, Co-Trustee

F:\wpdocs\FORMS\RHL Capital Partners.wpd

August 26, 2004

Ann Marie Kniskern
Notary Public

Ann Marie Kniskern
my comm exp: July 9, 2005