

Filing Fee: \$100.00

ID Number: 103750



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

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:

Main Street Phase III Limited Partnership

(The name must contain the words "limited partnership" or the letters and punctuation "l.p." or "L.P.")

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

1 Mendon Road, Cumberland, Rhode Island 02864

3. The name and address of the specified agent for service of process is Drew P. Kaplan

(Name of Agent)

One Park Row, Suite 300

(Street Address, not P.O. Box)

Providence

(City/Town)

RI 02903

(Zip Code)

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

General Partner

Business Address

Main Street Phase III Development Corporation

1 Mendon Road, Cumberland, RI 02864

5. The mailing address for the limited partnership is 1 Mendon Road

(Street Address)

Cumberland

(City/Town)

Rhode Island

(State)

02864

(Zip Code)

6. Any other matters the partners determine to include therein (If additional space is required, please list on separate attachment.)

None

DEC 24 1998

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.

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

Main Street Phase III Development Corporation

By: _____

[Handwritten signature]

(Signature(s) of all general partners named herein)

Dated December 8, 19 98

FILED

DEC 08 1998

By: *[Handwritten signature]* 214712

MAIN STREET PHASE III DEVELOPMENT CORPORATION
1 Mendon Road
Cumberland, Rhode Island 02864

December 8, 1998

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

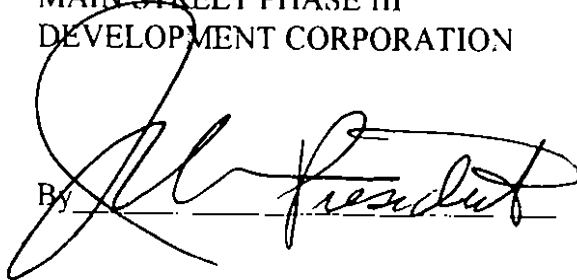
Re: Main Street Phase III Limited Partnership

Dear Sir or Madam:

The undersigned hereby consents to the filing of a Certificate of Limited Partnership by the above-captioned limited partnership under the name Main Street Phase III Limited Partnership.

Very truly yours,

MAIN STREET PHASE III
DEVELOPMENT CORPORATION

By 

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIVISION
DEC 8 1 24 PM '98

FILED
DEC 08 1998
BY 