

50051

✓

ARCHIMEDES GROUP, L.P.
AMENDMENT TO
AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP

Amendment made as of the 14th day of February 1991 by and among Joseph M. Cerilli, of Providence, Rhode Island, as General Partner, and Jane A. Cerilli, of Providence, Rhode Island, as Limited Partner.

W I T N E S S E T H T H A T

Whereas, the Cerilli's are parties to a certain Agreement and Certificate of Limited Partnership dated as of June 2, 1987, filed with the Rhode Island Secretary of State on June 2, 1987 (the "Partnership Agreement") establishing Archimedes Group, L.P., a Rhode Island Limited Partnership (the "Partnership"); and

Whereas, Joseph M. Cerilli, desires to withdraw from the Partnership and JBC, Inc., a Rhode Island Corporation, as General Partner, desires to be admitted to the Partnership as a General Partner; and


Whereas, the parties hereto wish to provide for the withdrawal of Joseph M. Cerilli from the Partnership and the admission of JBC, Inc. as a General Partner of the Partnership and not as a Limited Partner.

Now, therefore, in consideration of the premises and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. The parties hereto agree that as of February 14th, 1991, Joseph M. Cerilli shall withdraw from the Partnership as General Partner and not as of such date JBC, Inc., a Rhode Island Corporation, shall be, and hereby is, admitted as a General Partner of the Partnership. JBC, Inc. approves and agrees to be bound by the terms and conditions of the Partnership Agreement, as amended hereby.
2. All capitalized terms not defined herein shall have the meanings set forth in the Partnership Agreement.
3. The Partnership Agreement is hereby ratified and confirmed.

In witness whereof, the undersigned have executed this Amendment as of the 14th day of February 1991.

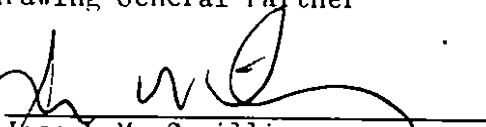
General Partner

By: 
JBC, Inc.

Limited Partner

By: 
Jane A. Cerilli

Withdrawing General Partner

By: 
Joseph M. Cerilli

7
STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

On this 14th day of February 1991, in Providence, before me personally appeared JBC, Inc., to me known and known to me to be the person executing the foregoing instrument and they acknowledged the instrument by them executed to be their free act and deed.

Carlene Del Nero
Notary Public

6/30/91
My Commission Expires

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

On this 14th day of February 1991, in Providence, before me personally appeared Joseph M. Cerilli, to me known and known to me to be the person executing the foregoing instrument and they acknowledged the instrument by them executed to be his free act and deed.

Carlene Del Nero
Notary Public

6/30/91
My Commission Expires

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

On this 14th day of February 1991, in Providence, before me personally appeared Jane A. Cerilli, to me known and known to me to be the person executing the foregoing instrument and they acknowledged the instrument by them executed to be her free act and deed.

Carlene Del Nero
Notary Public

6/30/91
My Commission Expires

JMC/021491

RECEIVED
SECRETARY OF STATE
COR. 2001 515 P.M.

FEB 14 12 40 PM '91

Rec'd & Filed FEB 14 1991

#1ML 54219