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AMENDED CERTIFICATE (LIMITED PARTNERSHIP)  
AND PARTNERSHIP AGREEMENT OF ADMIRAL ASSOCIATES

W I T N E S S E T H:

WHEREAS, on December 27, 1979, a limited partnership known as Admiral Associates (the "partnership") was formed by the following partners:

General Partners

H. Alan Frank  
71 Wingate Road  
Providence, Rhode Island

Melvin S. Frank  
303 Jacob Street  
Seekonk, Massachusetts

Limited Partners

H. Alan Frank  
71 Wingate Road  
Providence, Rhode Island

Melvin S. Frank  
303 Jacob Street  
Seekonk, Massachusetts

The Jennie D. Lewenberg  
Irrevocable Short-Term Trust  
H. Alan Frank, Trustee  
71 Wingate Road  
Providence, Rhode Island

The Belle S. Frank Irrevocable  
Short-Term Trust  
Melvin S. Frank, Trustee  
303 Jacob Street  
Seekonk, Massachusetts

The Belle S. Frank Irrevocable  
Short-Term Trust  
H. Alan Frank, Trustee  
71 Wingate Road  
Providence, Rhode Island, and

WHEREAS, on December 30 1980, Laura Mainelli of Rockford, Illinois, Gary Simon of Seekonk, Massachusetts, Leslie Simon of Warwick, Rhode Island, Lisa Frank of Providence, Rhode Island, Eleanor Frank as custodian under the Rhode Island Uniform

Gift to Minors Act for Harlan Frank of Providence, Rhode Island, and Robert Frank of Providence, Rhode Island, ("Assignees") were each assigned 50 limited partnership units of the partnership by gift.

NOW, THEREFORE, the Certificate (Limited Partnership) of the partnership filed with the Secretary of State of the State of Rhode Island on December 28, 1979, and thereafter amended from time to time is further amended as follows:

FIRST: Paragraph 4 of the Agreement of Admiral Associates entered into on December 27, 1979, and thereafter amended from time to time shall be further amended by striking all of the said paragraph 4 and inserting in lieu thereof the following:

"4. Percentage of Partnership Interest and Partnership Units of General and Limited Partners. The initial respective participation in the partnership profits and losses of the General and Limited Partners are as follows:

| <u>Name</u>             | <u>Percentage of Partnership Interest</u> | <u>Number of Partnership Units</u> |
|-------------------------|---|------------------------------------|
| <u>General Partners</u> |   |                                    |
| H. Alan Frank           | 25.000%                                   | 2,500.00                           |
| Melvin S. Frank         | 25.000%                                   | 2,500.00                           |
| <u>Limited Partners</u> |   |                                    |
| H. Alan Frank           | 13.667%                                   | 1,366.70                           |
| Melvin S. Frank         | 5.334%                                    | 533.40                             |

| <u>Name</u>   | <u>Percentage of Partnership Interest</u> | <u>Number of Partnership Units</u> |
|---|---|------------------------------------|
| The Jennie D. Lewenberg Irrevocable Short-Term Trust<br>H. Alan Frank, Trustee              | 8.333%                                    | 833.30                             |
| The Belle S. Frank Irrevocable Short-Term Trust<br>Melvin S. Frank, Trustee                 | 8.333%                                    | 833.30                             |
| The Belle S. Frank Irrevocable Short-term Trust<br>H. Alan Frank, Trustee                   | 8.333%                                    | 833.30                             |
| Laura Mainelli  | 1.000%                                    | 100.00                             |
| Gary Simon  | 1.000%                                    | 100.00                             |
| Leslie Simon  | 1.000%                                    | 100.00                             |
| Lisa Frank  | 1.000%                                    | 100.00                             |
| Eleanor Frank as custodian under the Rhode Island Uniform Gifts Minors Act for Harlan Frank | 1.000%                                    | 100.00                             |
| Robert Frank  | <u>1.000%</u>                             | <u>100.00</u>                      |
| TOTALS  | 100.000%                                  | 10,000.00"                         |

SECOND: The Assignees have made no capital contribution to the partnership, their interests having been received by gift.

THIRD: The Partnership Agreement of Admiral Associates entered into on December 27, 1979, as thereafter amended from time to time and the Certificate (Limited Partnership) of Admiral Associates filed with the Secretary of State of the State of Rhode Island on December 28, 1979, as thereafter amended from time to time are, in all other respects, restated, confirmed and ratified by the parties hereto.

FOURTH: This Agreement shall be executed in several counterparts, any one of which shall be considered an original.

IN WITNESS WHEREOF, the parties hereto have set their hands and seals.

GENERAL PARTNERS:

H. Alan Frank 71 Wingate Road 12/30/80  
H. Alan Frank Providence, Rhode Island Date

Melvin S. Frank 303 Jacob Street 12/30/80  
Melvin S. Frank Seekonk, Massachusetts Date

LIMITED PARTNERS:

H. Alan Frank 71 Wingate Road 12/30/80  
H. Alan Frank Providence, Rhode Island Date

Melvin S. Frank 303 Jacob Street 12/30/80  
Melvin S. Frank Seekonk, Massachusetts Date

The Jennie D. Lewenberg Irrevocable Short-Term Trust

By: H. Alan Frank 71 Wingate Road 12/30/80  
H. Alan Frank, Trustee Providence, Rhode Island Date

The Belle S. Frank Irrevocable Short-Term Trust

By: Melvin S. Frank 303 Jacob Street 12/30/80  
Melvin S. Frank, Trustee Seekonk, Massachusetts Date

The Belle S. Frank Irrevocable Short-Term Trust

By: H. Alan Frank 71 Wingate Road 12/30/80  
H. Alan Frank, Trustee Providence, Rhode Island Date

|  |   |                         |
|--|---|-------------------------|
| <u>Laura Mainelli</u><br>Laura Mainelli  | 433 River Avenue<br>Providence, Rhode Island<br><del>4724 Javelin Drive</del><br>Rockford, Illinois | <u>2/12/81</u><br>Date  |
| <u>Gary Simon</u><br>Gary Simon  | 303 Jacob Street<br>Seekonk, Massachusetts  | <u>1/21/81</u><br>Date  |
| <u>Leslie Simon</u><br>Leslie Simon  | 303 Jacob Street<br>Seekonk, Massachusetts  | <u>1/6/81</u><br>Date   |
| <u>Lisa Frank</u><br>Lisa Frank  | 71 Wingate Road<br>Providence, Rhode Island   | <u>12/30/80</u><br>Date |
| <u>Eleanor Frank</u><br>Eleanor Frank, as Custodian<br>under the Rhode Island Uniform<br>Gifts to Minors act for Harlan<br>Frank | 71 Wingate Road<br>Providence, Rhode Island   | <u>12/30/80</u><br>Date |
| <u>Robert Frank</u><br>Robert Frank  | 71 Wingate Road<br>Providence, Rhode Island   | <u>1/14/81</u><br>Date  |

STATE OF RHODE ISLAND)

COUNTY OF PROVIDENCE ) ss.

In the City of Providence, in said County then personally appeared before me, H. Alan Frank, Melvin S. Frank, The Jennie D. Lewenberg Irrevocable Short-Term Trust, H. Alan Frank, Trustee, The Belle S. Frank Irrevocable Short-Term Trust, Melvin S. Frank, Trustee, The Belle S. Frank Irrevocable Short-Term Trust, H. Alan Frank, Trustee, <sup>Laura Mainelli</sup> Gary Simon, Leslie Simon, Lisa Frank, Eleanor Frank, as custodian under the Rhode Island Uniform Gifts to Minors Act for Harlan Frank and Robert Frank, known to me and known by me to be the parties executing the foregoing

instrument and they acknowledged said instrument by them  
subscribed to be their free act and deed.

Richard G. ...      2/12/81  
Notary Public      Date  
My commission expires  
6/30/81

STATE OF ILLINOIS) \_\_\_\_\_

COUNTY OF            ) ss.

In the City of \_\_\_\_\_, in said County then  
personally appeared before me, Laura Mainelli, known to me and  
known by me to be the party executing the foregoing instrument and  
she acknowledged said instrument by her subscribed to be her free  
act and deed.

\_\_\_\_\_  
Notary Public      Date  
My commission expires

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AMENDED CERTIFICATE  
(LIMITED PARTNERSHIP)  
AND PARTNERSHIP AGREEMENT  
OF ADMIRAL ASSOCIATES

SALTER, MCGOWAN, ARCARO & SWARTZ,  
INCORPORATED  
ATTORNEYS AT LAW  
INDUSTRIAL BANK BUILDING  
PROVIDENCE, RHODE ISLAND 02903

FEB 23 1981

*[Signature]*