

49011

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  
761 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 27, 1979, 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, is amended as follows:

FIRST: Article Fourth of the Certificate (Limited Partnership) of Admiral Associates filed with the Secretary of State of the State of Rhode Island on December 28, 1979, shall be amended by adding the following limited partners' names and addresses to effect their admission to the partnership:

<u>Name</u>	<u>Residence</u>
Laura Mainelli	4727 Javelin Drive Rockford, Illinois
Gary Simon	303 Jacob Street Seekonk, Massachusetts
Leslie Simon	303 Jacob Street Seekonk, Massachusetts
Lisa Frank	71 Wingate Road Providence, Rhode Island
Eleanor Frank, as Custodian under the Rhode Island Uniform Gifts to Minors Act for Harlan Frank	71 Wingate Road Providence, Rhode Island
Robert Frank	71 Wingate Road Providence, Rhode Island

SECOND: Paragraph 4 of the Agreement of Admiral Associates entered into on December 27, 1979, shall be 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	15.167%	1,516.70
Melvin S. Frank	6.834%	683.40
The Jennie D. Lewenberg Irrevocable Short-Term Trust H. Alan Frank, Trustee	8.333%	833.30
The Belle S. Frank Irrevocable Short-Term Trust, H. Alan Frank, Trustee	8.333%	833.30
The Belle S. Frank Irrevocable Short-Term Trust, Melvin S. Frank, Trustee	8.333%	833.30
Laura Mainelli	0.500%	50.00
Gary Simon	0.500%	50.00
Leslie Simon	0.500%	50.00

Lisa Frank	0.500%	50.00
Eleanor Frank as Custodian under the Rhode Island Uniform Gifts To Minors Act for Harlan Frank	0.500%	50.00
Robert Frank	<u>0.500%</u>	<u>50.00</u>
TOTALS	100.000%	10,000.00"

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

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

FIFTH: 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:

_____	71 Wingate Road	_____
H. Alan Frank	Providence, Rhode Island	Date

Melvin S. Frank  
Melvin S. Frank

303 Jacob Street  
Seekonk, Massachusetts

8/15/80  
Date

LIMITED PARTNERS:

H. Alan Frank  
H. Alan Frank

71 Wingate Road  
Providence, Rhode Island

Date

Melvin S. Frank  
Melvin S. Frank

303 Jacob Street  
Seekonk, Massachusetts

8/15/80  
Date

The Jennie D. Lewenberg  
Irrevocable Short-Term Trust

By: H. Alan Frank, Trustee

71 Wingate Road  
Providence, Rhode Island

Date

The Belle S. Frank Irrevocable  
Short-Term Trust

By: Melvin S. Frank  
Melvin S. Frank, Trustee

303 Jacob Street  
Seekonk, Massachusetts

Date

The Belle S. Frank Irrevocable  
Short-Term Trust

By: H. Alan Frank, Trustee

71 Wingate Road  
Providence, Rhode Island

Date

Laura J. Mainelli  
Laura Mainelli

4727 Javelin Drive  
Rockford, Illinois

8/22/80  
Date

Gary Simon  
Gary Simon

303 Jacob Street  
Seekonk, Massachusetts

Date

Leslie Simon  
Leslie Simon

303 Jacob Street  
Seekonk, Massachusetts

Date

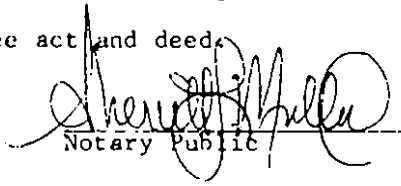
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Lisa Frank 71 Wingate Road  
Providence, Rhode Island Date

\_\_\_\_\_  
Eleanor Frank, as Custodian  
under the Rhode Island Uniform  
Gifts to Minors Act for Harlan  
Frank 71 Wingate Road  
Providence, Rhode Island Date

\_\_\_\_\_  
Robert Frank 71 Wingate Road  
Providence, Rhode Island Date

STATE OF Illinois  
COUNTY OF Winnebago ss.

In the City of Cherry Valley, in the County of  
Winnebago 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 8/22/80  
Date

✓

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

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*See*

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