

AMENDMENT
****CORRECTED****

CERTIFICATE OF LIMITED PARTNERSHIP

STATE OF RHODE ISLAND)
)
COUNTY OF PROVIDENCE) SS.:

We the undersigned, certify as follows:

Attached is a corrected Certificate of Limited Partnership of Middle Assoc. L.P.

CERTIFICATE OF LIMITED PARTNERSHIP

STATE OF RHODE ISLAND)
) SS.:
COUNTY OF PROVIDENCE)

We the undersigned, certify as follows:

1. **Name:** The name of the Partnership is Middle Assoc. L.P.

2. **Business:** The purpose of the Partnership is to acquire real estate, to develop the same by erecting thereon buildings, facilities, improvements and structures, and to hold, own, improve, operate, manage, service, lease, mortgage, encumber and sell the same and otherwise deal therewith as owner thereof and to acquire and likewise deal with additional real and personal property and to do and perform such other acts as may be necessary or appropriate to carry out the foregoing purposes, and to transact any other lawful business for which Limited Partnersships may be formed under the Rhode Island Uniform Limited Partnership Act.

3. **Agent and address:** The address of the specified office of the Partnership is: 1500 Turks Head Building Providence, Rhode Island 02903, and the name of the specified agent for service of process at such address is: Brendan P. Smith, Esq.

4. **Partnership mailing address:** An initial principal place of business of the Partnership is located at Suite 200, 76 Dorrance Street, Providence, Rhode Island 02903 but may be relocated by the General Partners upon notice to the Limited Partners.

5. **Names and addresses of partners:** (a) The names and resident

addresses of the General Partner is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Joseph R. Paolino Management Corporation	76 Dorrance Street Providence, Rhode Island 02903 (Suite 200)

(b) The names and resident addresses of the Limited Partners is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Joseph R. Paolino Joseph R. Paolino, Jr.	76 Dorrance Street Providence, Rhode Island 02903 (Suite 200)

6. **Termination:** The Partnership shall terminate as of December 31, 2050 unless sooner terminated and dissolved upon the occurrence of (a) the bankruptcy of the corporate General Partner; (b) the unanimous consent of the General and Limited Partners; or (c) the occurrence of any event which, under the Uniform Limited Partnership Act of the State of Rhode Island, causes a dissolution or termination of a Limited Partnership.

7. **Partner contributions:** The Partners have agreed to contribute the following amount in cash:

General Partner	\$1
Limited Partners	<u>\$99</u>
	<u>\$100</u>

8. **Future contributions:** Neither the Limited Partners nor the General Partner have agreed to make any additional contributions.

9. **Return of capital:** No partner shall have the right to demand the return of his or its contribution to the capital of the

partnership or any part thereof, until the Partnership has been dissolved and terminated and no partner shall have the right to demand or receive property other than cash in return for his or its contribution.

10. **Distributions:** The net income, other than "available net income" herein-after defined and distributed as provided herein, shall be credited to the capital accounts of the General Partners and the Limited Partners, without priority, in proportion to their respective percentage interests in the Partnership. As used in this Certificate, the term, "available net income" for any year shall mean the excess, if any, of the net income of the Partnership for such year over all amounts paid or accrued in such year on account of the amortization of debts of the Partnership. The Partnership's available income, less such amounts as the General Partner may determine to be reasonably required for reserves for future operating needs of the Partnership, shall be distributed to the partners in proportion to their respective capital contributions not less than annually.

11. **Assignment:** Neither the General Partner nor the Limited Partners shall be permitted to sell or assign their respective interests in the partnership, and any such sale, assignment or conveyance shall be null and void. No partner shall have the right to terminate it or his membership in the Partnership. The Partners shall not be permitted to convey their interests in the Partnership by gift, devise, or bequest provided however, with the permission of the corporate General Partner, the Limited General Partner may

convey his interest in the Partnership by gift, devise, or bequest to his children, and or grandchildren or to a trust created for the benefit of his children and or grandchildren or to a partnership which includes his children and or grandchildren.

12. **Additional partners:** Additional Limited Partnerss may be admitted at the discretion of the corporate General Partner.

13. **Priority:** No Limited Partners has priority over any other partner with respect to the return of contributions or to compensation by way of income.

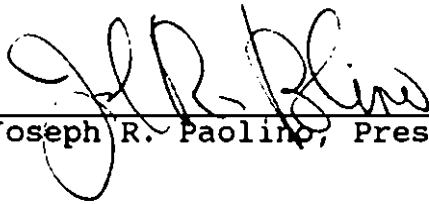
14. **Continuation of business:** The dissolution of the corporate General Partner shall not dissolve the partnership. In the event of the dissolution of the corporate General Partner, the Limited Partners may designate a successor to the dissolved General Partner, who shall continue as the successor General Partner.

IN WITNESS WHEREOF, we the undersigned, have signed and acknowledged this certificate in the State of Rhode Island and City of Providence this 30th day of December, 1991.

GENERAL PARTNER

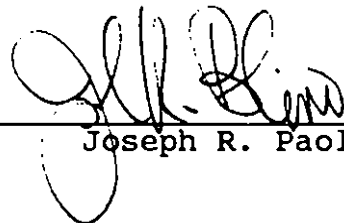
Joseph R. Paolino
Management Corporation

By:

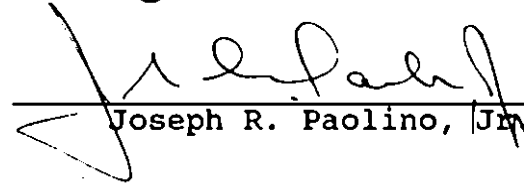


Joseph R. Paolino, President

Limited Partner



Joseph R. Paolino



Joseph R. Paolino, Jr.

State of Rhode Island
County of Providence

In Providence in said County on this 30th day of December, 1991 before me personally they appeared Joseph R. Paolino and Joseph R. Paolino, Jr., individually to me known and known by me to be the persons executing the foregoing instrument and they acknowledged said instrument by this executed to be their free act and deed.



Notary Public

7/09/93

RECEIVED
SECRETARY OF STATE
CORRESPONDENCE DIV.

MAY 12 11 44 AM '92

MAY 12 1992

Rec'd & Filed

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#14
P. J.