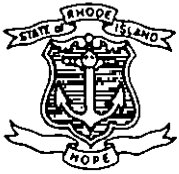


Filing Fee: \$50.00

ID Number: 92697



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

LIMITED PARTNERSHIP

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP**

(To Be Filed In Duplicate Original)

The undersigned, desiring to amend the Certificate of Limited Partnership under and by virtue of the power conferred by Section 7-13-9 of the General Laws, 1956, as amended, hereby execute the following Certificate of Amendment to the Certificate of Limited Partnership:

1. The name of the limited partnership is:
The Bense Family Limited Partnership

2. The date of filing of the Certificate of Limited Partnership is December 19, 1996

3. The Certificate of Limited Partnership (as previously amended on None)
(List dates of prior amendment(s), if applicable. If none, so state.)

is amended as follows:

[Insert amendment]

Upon the death of Genevieve E. Bense, General Partner of The Bense Family
Limited Partnership, Joel E. Bense, pursuant to the partnership agreement, shall
serve as Successor General Partner.

NOV 21 2002
CORPORATIONS DIVISION
STATE OF RHODE ISLAND

FILED

NOV 21 2002

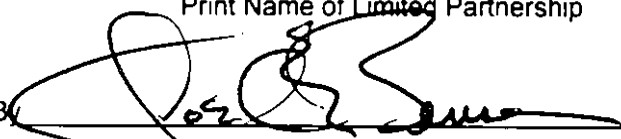
By ADIF
295523

- 4. This Certificate of Amendment is signed by at least one general partner and, if applicable, by each other general partner designated herein as a new general partner.

Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Amendment to the Certificate of Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 11/19/02

The Bense Family Limited Partnership
Print Name of Limited Partnership

By 

By _____

By _____

By _____

By _____