

Filing Fee: \$50.00

ID Number: 49696



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:

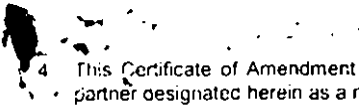
- 1. The name of the limited partnership is: Whitehall Associates
- 2. The date of filing of the Certificate of Limited Partnership is October 31, 1972
- 3. The Certificate of Limited Partnership (as previously amended on 12/29/72, 10/23/73, 12/31/75 and 11/18/97)
(List dates of prior amendment(s), if applicable. If none, so state.)

is amended as follows:

[Insert amendment]

Schedule A to the Certificate of Limited Partnership as amended is hereby further amended
to (a) delete the name and address of Edwin Soforenko, 82 Grotto Avenue, Providence,
Rhode Island, as a Limited Partner, and to (b) insert the name and address of Citizens
Bank of Rhode Island and Lawrence R. Soforenko, Trustees of Edwin S. Soforenko
Trust u/a 11/30/89, c/o 1 Citizens Plaza, RC 03-60, Providence, Rhode Island 02903,
in its place

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By Att # 3
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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: October 31, 2000

Whitchall Associates
Print Name of Limited Partnership

By JHM
James H. Woloohojian, General Partner

By _____

By _____

By _____

By _____