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Filing Fee: \$50.00

State of Rhode Island and Providence Plantations

FOREIGN LIMITED PARTNERSHIP
APPLICATION FOR
CERTIFICATE OF REGISTRATION
OF

THE MILLCREEK LIMITED PARTNERSHIP

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the State of Rhode Island and for that purpose submits the following statement:

FIRST: The name of the limited partnership is THE MILLCREEK LIMITED PARTNERSHIP and, if different, the name which it proposes to register and transact business in the State of Rhode Island is not applicable

(If not applicable, so state)

SECOND: It is organized under the laws of Massachusetts and the date of its formation is February 3, 19 81

THIRD: The general character of the business it proposes to transact in Rhode Island is to develop, lease, operate and otherwise deal with such real estate and other related business enterprises as the General Partners of the limited partnership shall determine.

FOURTH: The Rhode Island address of its proposed agent for service of process on the foreign limited partnership is Licht & Semonoff, One Park Row, Providence, Rhode Island 02903 and the name of the agent resident in Rhode Island at that address is Robert A. Pitassi, Esq.

FIFTH: The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

SIXTH: The address of the office required to be maintained in the state of organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is
c/o The Grossman Companies, 1266 Furnace Brook Parkway, P.O. Box 110,
Quincy, MA 02269-0110

SEVENTH: If the Certificate of Limited Partnership filed in the foreign limited partnership's state of organization is not required to include the names and business addresses of the partners, the following are the names and addresses of all partners: (If not applicable, so state)

General Partners

Address

Morton S. Grossman	77 Yarmouth Road, Chestnut Hill, MA 02167
Louis J. Grossman	111 Walker Lane, Needham, MA 02192

Limited Partners

Address

Morton S. Grossman	77 Yarmouth Road, Chestnut Hill, MA 02167
Louis J. Grossman	111 Walker Lane, Needham, MA 02192
Sylvia K. Grossman	77 Yarmouth Road, Chestnut Hill, MA 02167
Rachel Grossman	21 Outlook Road, Swampscott, MA 01907
Amy Sands	261 Elliott Street, Brookline, MA 02146
Linda G. Polivy	120 Gordon Road, Waban, MA 02168

Dated March 26, 19 90.

The Millcreek Limited Partnership
(Exact name of Limited Partnership making application)

By Louis J. Grossman
(General Partner)
Louis J. Grossman

~~State of~~ Commonwealth of Massachusetts }
County of Norfolk } Sc.

At Quincy in said county on this 26th
day of March, 19 90, personally appeared before me
Louis J. Grossman

who, being by me first duly sworn, declared that he/~~she~~ is a General Partner of ~~the~~ The Millcreek
Limited Partnership, that he/she signed the foregoing
document as a General Partner of the limited partnership, and that the statements therein contained are true.

I. Aaron Chen
Notary Public
My commission expires: 12/13/96

RECEIVED
SECRETARY OF STATE
CONCORD, N.H.

Mar 30 1 14 PM '90

DL37328

Rec'd & Filed MAR 30 1990

Certificate of Limited Partnership

This Certificate of Limited Partnership, incorporating herein the provisions of the Limited Partnership Agreement attached hereto (the "Agreement"), is executed and delivered by the undersigned Partners to create THE MILLCREEK LIMITED PARTNERSHIP as a Massachusetts limited Partnership (the "Partnership") and said Partners hereby certify and swear to the following:

1. The name of the Partnership is THE MILLCREEK LIMITED PARTNERSHIP.

2. The character of the business of the Partnership is described in Section 1.02 of the Agreement.

3. The location of the principal place of business of the Partnership is set forth in Section 1.03 of the Agreement.

4. The name and place of residence of each member of the Partnership, General and Limited Partners therein respectively designated, is set forth in Exhibit I to this Certificate of Limited Partnership.

5. The term for which the Partnership is to exist is set forth in Section 9.01 of the Agreement.

6. The amount of cash and a description and the agreed value of other property contributed by each Limited Partner is set forth in Exhibit B to the Agreement.

9828

Millcreek Limited Partnership, The
 Form 1001
 Filed for Registration
 Filed at the Office of the Secretary of State 2-3-81

RECEIVED

FEB 3 1981

CASHIERS
SECRETARY'S OFFICE

Michael Joseph Connolly

A TRUE COPY ATTEST
Michael J. Connolly
 MICHAEL J. CONNOLLY
 SECRETARY OF STATE
 DATE 2/27/80 CLERK *[Signature]*