

Filing Fee: \$100.00

ID Number: 107581



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership under and by virtue of the powers conferred by Section 7-13-8 of the General Laws, 1956, as amended, do execute the following Certificate of Limited Partnership:

1. The name of the limited partnership shall be:

HDC Limited Partnership

(The name must contain the words "limited partnership" or the letters and punctuation "l.p." or "L.P.")

2. The address of the specified office in this state where the records of the limited partnership shall be kept is:

150 Colfax Street, Providence, Rhode Island 02905

3. The name and address of the specified agent for service of process is Drew P. Kaplan

(Name of Agent)

One Park Row, Suite 300

(Street Address, not P.O. Box)

Providence

(City/Town)

RI 02903

(Zip Code)

4. The name and business address of each general partner is:

General Partner

Business Address

HDC Development Corporation

150 Colfax Street, Providence, Rhode Island 02905

5. The mailing address for the limited partnership is 150 Colfax Street, Providence, Rhode Island 02905

(Street Address)

(City/Town)

(State)

(Zip Code)

6. Any other matters the partners determine to include therein *(if additional space is required, please list on separate attachment.)*

None

Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Limited Partnership and that all statements contained herein are true and correct.

HDC DEVELOPMENT CORPORATION

By: Joseph A. Caffrey

President

Dated July 28, 1999

(Signature(s) of all general partners named herein)

FILED

JUL 28 1999

By [Signature] 228/97

OFFICE OF THE CLERK

STATE OF NEW YORK

HDC DEVELOPMENT CORPORATION
150 Colfax Street
Providence, Rhode Island 02905

July 28, 1999

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

Re: HDC Limited Partnership

Dear Sir or Madam:

The undersigned hereby consents to the filing of a Certificate of Limited Partnership by the above-captioned limited partnership under the name HDC Limited Partnership.

Very truly yours,

HDC DEVELOPMENT
CORPORATION

By Joseph A. Cuffey