

STATE OF RHODE ISLAND  
PROVIDENCE, SC.

PARTNERSHIP AGREEMENT

WE, PETER GIARRUSSO and DENNIS MC DERMOTT, the subscribers, having formed a limited co-partnership pursuant to the laws of the State of Rhode Island, do hereby certify and state:

1. The name of the firm under which said partnership is to be conducted is "Warwick Neck Arco".
2. The character of the business intended to be transacted by said partnership is a general service station business.
3. The location of the principal place of business is to be at 1710 West Shore Road, Warwick, Rhode Island.
4. The name and place of residence of each general partner interested in said partnership is as follows:

Dennis M. McDermott, 5 Austin Avenue,  
Greenville, Rhode Island.

The name and place of residence of each limited partner interested in said partnership is as follows:

Peter A. Giarrusso, 45 Bateman Avenue,  
Cranston, Rhode Island.

5. The time at which said partnership is to begin is the 3rd day of January, 1972; and the time at which said partnership is to end is the 2nd day of January, 1982.

6. The amount of cash and a description of and the agreed value of the other property contributed by each limited partner is as follows:

Contributed by Peter Giarrusso - \$1,000.00 cash.

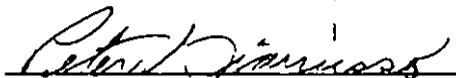
7. The share of the profits or the other compensation by way of income which each limited partner shall receive by reason

of his contribution is as follows:

Peter Giarrusso shall receive fifty (50%)  
per cent of the profits of said partnership.

8. It is further agreed that on the consent of Peter Giarrusso and Dennis McDermott, the aforesaid partners, both general and limited, additional limited partners may be admitted into said limited co-partnership on the same terms and conditions as herein specified and set forth with respect to the said limited co-partnership.

In Witness Whereof, the parties have hereto set their hands this 21<sup>st</sup> day of December, 1971.

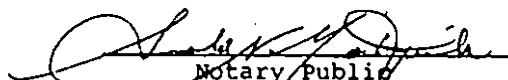
  
PETER GIARRUSSO

  
DENNIS MC DERMOTT

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

Peter Giarrusso and Dennis McDermott being severally duly sworn, do depose and say, and each for himself deposes and says, that Dennis McDermott is the general partner named in the foregoing certificate of limited partnership, and Peter Giarrusso is the limited partner named in the foregoing certificate of limited partnership and that the statements made in said certificate are true.

Subscribed and sworn to this 21<sup>st</sup> day of December, 1971.

  
Notary Public

✓

CONFIDENTIAL

JAN 25 1972

(*Signature*)