

RECEIVED & FILED OCT 2 - 1975

State of Rhode Island and Providence Plantations

CERTIFICATE

(LIMITED PARTNERSHIP)

Know all Men by These Presents, That we, Bernard Cohen and
Irwin Rubin and Estelle Cohen,

desiring to form a limited partnership under and by virtue of the powers conferred by
Chapter 7-13 of the General Laws of Rhode Island, do solemnly swear that:

FIRST. The name of the partnership shall be Rubco Associates

SECOND. The character of the business conducted by the partnership shall be
to sell (including short sales), purchase, exchange, convert, tender,
trade or otherwise acquire or dispose of stocks, bonds, stock options
and any other securities and or contracts relating to the same.

THIRD. The principal place of business of the partnership shall be located at

246 Westminster Street., Providence, RI 02903
(No. Street, City or Town, State.)
c/o Neil Stephens Associates, Inc.

FOURTH. General Partners Residence
(No. Street, City or Town, State.)

Bernard Cohen 136 Longview Drive., Cranston, RI 02920

Limited Partners Residence
(No. Street, City or Town, State.)

Irwin Rubin 11 Bayberry Road, Cranston, RI 02920

Estelle Cohen 136 Longview Drive, Cranston, RI 02920

are the names and places of residence of all members of the partnership, both general and
limited, as respectively designated.

FIFTH. The term of existence of the partnership shall be from 9/20/75 to
9/30/78

SIXTH. The following items listed immediately below shall be the contribution of each limited partner.

Name of Limited Partner	Cash	Property other than Cash	Value
Irwin Rabin	\$5,000.00		
Estelle Cohen	\$2,500.00		

SEVENTH. The items listed immediately below shall be the additional contributions, agreed to be made by each limited partner.

Name of Limited Partner	Cash	Property other than Cash	Value
NONE			

and the times at which or the events on the happening of which said contributions shall be made shall be

EIGHTH. The contribution of each limited partner shall be returned or
9/30/78 pro rata share

NINTH. Each limited partner shall, by reason of his contribution, receive a sum equal to seventy-five (75) per cent of the net profits to be divided among all the Limited Partners as their interest may appear.

TENTH. Each or any limited partner shall have the right to substitute an assignee as contributor in his place, subject to the following terms and conditions: Any Limited Partner may transfer his interest after first having obtained the written consent of the General Partner by written instrument satisfactory in form to the General Partner accompanied by such assurance of the genuineness and effectiveness of each signature and the obtaining of any governmental or other approval as may reasonably be required by the General Partner.

LIMITED PARTNER SIGNATURE PAGE AND POWER OF ATTORNEY
PARTNERSHIP COPY

The undersigned hereby makes, constitutes and appoints Bernard Cohen and any successor General Partner thereto, with full power of substitution his true and lawful attorney for him and in his name, place and stead and for his use and benefit, to execute, acknowledge, swear to and file the Articles of Limited Partnership of Rubco Associates for the purpose of adding the undersigned as a Limited Partner in Rubco Associates and to amend the Certificate and Articles. The undersigned further acknowledges that as a Limited Partner in Rubco Associates he has granted to Bernard Cohen a power of attorney to execute on his behalf certain documents and amendments to the Articles of Limited Partnership of Rubco Associates. The power of attorney hereby granted shall be deemed to be coupled with an interest and shall be irrevocable and survive the death or disability of the undersigned and shall extend to the undersigned's heirs, successors and assigns.

IN WITNESS WHEREOF, and in execution of the Rubco Associates Articles of Limited Partnership and Power of Attorney I have hereunto set my hand and seal.

September 30, 1975
Date

LIMITED PARTNER
Irwin Rubin
Signature

035-12-8747
Social Security or
Tax Identification

11 Bayberry Road
Street
Cranston, Rhode Island
City State

N O T A R I Z A T I O N

In Providence, on the 30th day of September,
A.D., 1975, before me, the undersigned, a Notary Public personally appeared Irwin Rubin
to me known and known by me to be the part y executing the
foregoing instrument, and he acknowledged said instrument by
him executed, to be his free act and deed.

Irwin Rubin
NOTARY PUBLIC
My commission expires June 30, 1976.

LIMITED PARTNER SIGNATURE PAGE AND POWER OF ATTORNEY
PARTNERSHIP COPY

The undersigned hereby makes, constitutes and appoints Bernard Cohen and any successor General Partner thereto, with full power of substitution his true and lawful attorney for him and in his name, place and stead and for his use and benefit, to execute, acknowledge, swear to and file the Articles of Limited Partnership of Rubco Associates for the purpose of adding the undersigned as a Limited Partner in Rubco Associates and to amend the Certificate and Articles. The undersigned further acknowledges that as a Limited Partner in Rubco Associates he has granted to Bernard Cohen a power of attorney to execute on his behalf certain documents and amendments to the Articles of Limited Partnership of Rubco Associates. The power of attorney hereby granted shall be deemed to be coupled with an interest and shall be irrevocable and survive the death or disability of the undersigned and shall extend to the undersigned's heirs, successors and assigns.

IN WITNESS WHEREOF, and in execution of the Rubco Associates Articles of Limited Partnership and Power of Attorney I have hereunto set my hand and seal.

LIMITED PARTNER

September 30, 1975
Date

Estelle Cohen
Signature

036-18-9429
Social Security or
Tax Identification

136 Longview Drive
Street
Cranston, Rhode Island
City State

NOTARIZATION

In Providence, on the 30th day of September,
A.D., 1975, before me, the undersigned, a Notary Public personally appeared Estelle Cohen
to me known and known by me to be the part y executing the foregoing instrument, and she acknowledged said instrument by her executed, to be her free act and deed.

[Signature]
NOTARY PUBLIC

My commission expires June 30, 1976.

ELEVENTH. The partners shall have the right to admit additional limited partners.

TWELFTH. Not Applicable, a limited partner, shall have the right to priority over the other limited partners as to contributions or as to compensation by way of income, and the nature of such priority shall be

THIRTEENTH. Upon the death, retirement or insanity of a general partner, the remaining general partner or partners shall have the right to continue the business.

FOURTEENTH. Any limited partner shall not have the right to demand and receive property other than cash in return for his contribution.

In Testimony Whereof, We have hereunto set our hands and stated our residences this 30th day of September A. D. 1975.

Name	Residence <small>(No. Street, City or Town, State.)</small>
<i>Bernard Cohen</i>	136 Longview Drive., Cranston, RI 02920
<i>Estelle Cohen</i>	136 Longview Drive., Cranston, RI 02920
<i>Irwin Ruben</i>	11 Bayberry Road., Cranston, RI 02920

State of Rhode Island, }
County of } In the City } of Providence

in said county, this 30th day of September, A. D. 1975, then personally appeared before me Bernard Cohen for himself, and under Power of Attorney for Irwin Ruben and Estelle Cohen.

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

[Signature]
Notary Public.
My commission expires June 30, 1976.

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LIMITED PARTNERSHIP

CERTIFICATE
OF

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SECRETARY OF STATE

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RUBCO ASSOCIATES
(LIMITED PARTNERSHIP)

Effective June 30, 1978, the following amendment shall be made in the Fifth paragraph of the original Partnership Certificate of Rubco Associates.

FIFTH The duration of the Partnership shall be extended from September 30, 1978 to December 30, 1988.

IN TESTIMONY WHEREOF, We have hereunto set our hands this 30th day of June 1978.

NAME	NAME
<u>Bernard Cohen</u>	<u>Estelle Cohen</u>
<u>Richard E. Lachance</u>	<u>Edith M. Learned</u>
<u>Leo Dugas M.D.</u>	<u>Thomas J. & Yvette J. Morrison</u>
<u>Phyllis S. Kapstein</u>	_____

State of Rhode Island, In the City of Providence
County of Providence

In said county, this 30th day of June, A.D. 1978, then personally appeared before me Bernard Cohen for himself and under Power of Attorney for Richard E. Lachance, Leo Dugas, M.D., Phyllis S. Kapstein, Estelle Cohen, Edith M. Learned and Thomas J. & Yvette J. Morrison known to me and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument by him subscribed to be his free act and deed.

K. Koff
Notary Public
My Commission Expires June 30, 1981

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