THIRD

CERTIFICATE AMENDING CERTIFICATE CT 22 4 S4 PN '85

OF

SECRETARY OF STATE

ORLANE ASSOCIATES LIMITED PARTNERSHIP

The General and Limited Partners of Orlane Associates Limited Partnership, a Connecticut limited partnership (the "Partnership"), desiring to amend the Certificate of Limited Partnership of the Partnership filed in the office of the Secretary of the State of Connecticut on February 20, 1981 (the "Certificate"), as amended by the First Certificate Amending Certificate of Limited Partnership of the Partnership filed in the office of the Secretary of the State of Connecticut on September 30, 1982 (the "First Certificate"), and as amended by the Second Certificate Amending Certificate of Limited Partnership of the Partnership filed in the office of the Secretary of the State of Connecticut on November 23, 1982 (the "Second Certificate"), do hereby certify that the Certificate is hereby amended as follows:

- Chadgold Associates, the former general partner of the Partnership has dissolved by operation of law arising from the death of one of its partners, and the surviving partners of Chadgold Associates have elected to continue the business of Chadgold Associates as a reconstituted partnership under the name of Chadgold Associates and pursuant to the provisions of the Limited Partnership Agreement of the Partnership currently in effect, Chadgold Associates has been admitted, with the consent of the limited partners, as a General Partner of the Partnership, and, accordingly, the business of the Partnership shall continue.
- 2. All references in the Certificate, as amended by the above-referenced certificates amending the Certificate, to the former General Partner, including its address and capital contribution, shall be applicable to the current General Partner.

Except as specifically amended hereby, the Certificate shall continue in full force and effect.

The General Partner executing this Amending Certificate has been given power of attorney by and authorized to act as attorney in fact for the Limited Partners of Orlane Associates Limited Partnership. Instruments authorizing the same are duly executed and on file at the office of the Partnership.

IN WITNESS WHEREOF, the undersigned, a Vice President of Zar Corp., a Connecticut corporation, a Partner of Chadgold Associates, has hereunto executed this Amending Certificate as of the 2nd day of November, 1984, and affirms, under the penalties of false statement, that the statements contained herein are true.

GENERAL PARTNER:

Chadgold Associates

By: Zar Corp., a Partner

: Agene

a Vice President

On behalf of Chadgold Associates and as attorney in fact for all of the Limited Partners of the Partnership (pursuant to powers of attorney, copies of which powers of attorney are on file at the office of the Partnership).

STATE OF NEW YORK)

COUNTY OF NEW YORK)

Subscribed and sworn to before me this and day of November, 1984, by Nathuni Olemning a Vice President of Zar Corp., a Connecticut corporation, being a Partner of Chadgold Associates, a Connecticut partnership, on behalf of CHADGOLD ASSOCIATES and on behalf of each Limited Partner of the Partnership.

(Notarial Seal)

DENISE L. SHANE
NOTARY PUBLIC, Stote of New York
No. 41-477-6665
Qualified in Queens County
Commission Expires March 30, 1986

Notary Rub

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this the day of November, 1984, before me, the undersigned officer, personally appeared November of Car Corp., a Connecticut corporation, said corporation being a Partner of CHADGOLD ASSOCIATES, a Connecticut partnership, and that he, being authorized to do so, executed the foregoing instrument on behalf of CHADGOLD ASSOCIATES and as attorney in fact for each of the Limited Partners of the Partnership, and acknowledged that he executed the same for the purposes stated in the attached instrument.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

(Notarial Seal)

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DENISE L. SHANE
NOTARY PUBLIC, State of New York
No. 41-477-6665
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Notary

Public