

State of Connecticut

OFFICE OF SECRETARY OF THE STATE

} SS.

HARTFORD.

I hereby certify that the foregoing is a true copy of record in this office

IN TESTIMONY WHEREOF, I have hereunto set my
hand, and affixed the Seal of said State, at
Hartford, this 17th day
of December A.D., 1982

Mama L. Melley

Secretary of the State

FILED
STATE OF CONNECTICUT
DEC 17 1982

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Handwritten signature
SECRETARY OF THE STATE
Time 4:00 PM

THIRD

SECRETARY OF
STATE

CERTIFICATE AMENDING CERTIFICATE
OF FORMATION OF LIMITED PARTNERSHIP
OF

SUTHERLAND ASSOCIATES

The General and Limited Partners of Sutherland Associates, a Connecticut limited partnership (the "Partnership"), desiring to amend further the Certificate of Formation of Limited Partnership of the Partnership filed in the Office of the Secretary of State of Connecticut on February 3, 1978, as amended by a First Certificate Amending Certificate of Formation of Limited Partnership of the Partnership filed in the Office of the Secretary of State of Connecticut on December 14, 1979, as further amended by a Second Certificate Amending Certificate of Formation of Limited Partnership of the Partnership filed in the Office of the Secretary of State of Connecticut on November 30, 1981 (collectively, the "Certificate"), do hereby certify as follows:

Robert W. Jheri Redding has withdrawn as a Limited Partner and Stephen J. Redding has been admitted as a Limited Partner. In order to reflect such changes, the Certificate is hereby further amended as follows:

All references to Robert W. Jheri Redding, 4831 Alta Rico Road, Redding, California 96001, in Exhibit A to the Certificate are deleted and replaced by Stephen J. Redding, 450 Via Dichosa, Santa Barbara, California 93110.

Except as specifically amended hereby, the Certificate, as amended, 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 other General and Limited Partners of the Partnership, including the withdrawing and newly admitted Limited Partners. Instruments authorizing the same are duly executed and on file at the office of the Partnership.

Filing Fee 7.00
12 cc's @ 11.00 132.00
139.00

IN WITNESS WHEREOF, the undersigned, IR-Oak Corp., a General Partner of the Partnership, has hereunto executed this Amending Certificate as of the 1st day of July, 1982, and affirms, under the penalties of false statement, that the statements contained herein are true.

IR-Oak Corp., a General Partner

By: Gary W. Krat
Gary W. Krat, Vice President

On its own behalf and as attorney in fact for the other General and Limited Partners of the Partnership, including the withdrawing and newly admitted Limited Partners (pursuant to powers of attorney on file at the office of the Partnership).

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

Subscribed and sworn to before me this 14th day of December, 1982, by Gary W. Krat, a Vice President of IR-OAK CORP., on behalf of the Corporation and on behalf of the other General and each of the Limited Partners described in the foregoing instrument.

[Notarial Seal]

Valerie A. Myers
Notary Public
VALERIE A. MYERS
NOTARY PUBLIC, State of New York
No. 4882452
Qualified in Suffolk County
Commission Expires March 30, 19 82

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

On this 14th day of December, 1982, before me, the undersigned officer, personally appeared Gary W. Krat, who acknowledged himself to be a Vice President of IR-OAK CORP., a Delaware corporation, and that he, as such Vice President, being authorized so to do, executed the foregoing instrument on its own behalf and as attorney in fact for the other General and each of the Limited Partners described in the foregoing instrument, for the purposes therein contained, by signing the name of the Corporation by himself as Vice President.

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

[Notarial Seal]

Valerie A. Myers
Notary Public
VALERIE A. MYERS
NOTARY PUBLIC, State of New York
No. 4882452
Qualified in Suffolk County
Commission Expires March 30, 19 82