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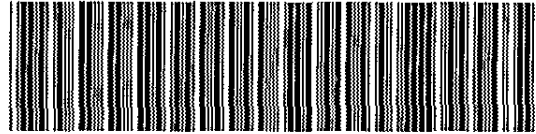
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATE REGISTRATION

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**DATE:** 02-<sup>15</sup>~~02~~-07

**NAME:** CUTLER LIMITED PARTNERSHIP-I

**TYPE OF FILING:** AMENDMENT

**COST:** \$52.50 + 52.50 + 8.75 = 113.75

**RETURN:** Good Standing & Cert. Copy

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**ACCOUNT:** FCA0000000015

**AUTHORIZATION:** ABBIE/PAUL HODGE



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**AMENDMENT TO CERTIFICATE OF AUTHORITY  
FOR  
FOREIGN LIMITED PARTNERSHIP OR  
LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is:

CUTLER LIMITED PARTNERSHIP-I

2. The jurisdiction of its formation is: MASSACHUSETTS

3. The date the entity was authorized to transact business in Florida is: 10/21/1983

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:

\_\_\_\_\_

*Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.*

*Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.*

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

Name:

Business Address:

CUTLER LP-1 CORP., a Massachusetts Corporation

134 Elm Street  
Worcester, MA 01609

\_\_\_\_\_

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\_\_\_\_\_

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\_\_\_\_\_

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

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8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

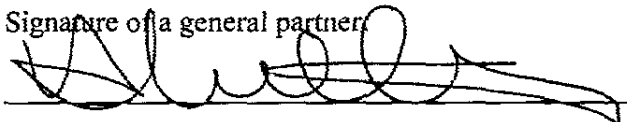
☐ The entity elects to be a limited liability limited partnership.

☐ The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days olds, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. Effective date, if other than the date of filing: \_\_\_\_\_  
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature of a general partner:



Typed or printed name:

**Melvin S. Cutler**

Filing Fee:	\$52.50
Certified Copy (optional):	\$52.50
Certificate of Status (optional):	\$8.75

PFS  
MAR 14 2001

**CUTLER LIMITED PARTNERSHIP-I**  
**A Massachusetts Limited Partnership**

**NINTH AMENDMENT TO LIMITED PARTNERSHIP AGREEMENT**

Ninth Amendment to Limited Partnership Agreement made as of the 1st day of January, 2001, by and among Melvin S. Cutler of Palm Harbor, Florida as Withdrawing General Partner, Cutler LP-I Corp., a Massachusetts corporation having a usual place of business at 134 Elm Street, Worcester, Massachusetts 01609, as Substitute General Partner, and each of the persons listed on Schedule A attached hereto as Limited Partners.

WHEREAS, Melvin S. Cutler, as General Partner and Barbara Moeller as Special Limited Partner, formed a Limited Partnership by entering into a Certificate of Limited Partnership and Limited Partnership Agreement dated September 2, 1983, and filed with the Secretary of State of the Commonwealth of Massachusetts on September 6, 1983; and

WHEREAS, the last date certain upon which the limited partnership is to dissolve is December 31, 2033; and

WHEREAS, Melvin S. Cutler, as General Partner, Barbara Moeller, as the Withdrawing Special Limited Partner and Saul Feingold, Alexander M. Levine, Joseph J. Bafaro, Harold Cotton, Douglas A. Cutler, Barbara Murphy, MSR Realty, Allan J. Vitkus, Frederic Mulligan and Robert Bretholtz, as Limited Partners, amended and restated the Limited Partnership Agreement in order to allow Barbara Moeller to withdraw as a Special Limited Partner, to admit others as limited partners, to continue the business of the partnership, and to set out more fully the rights, obligations and duties of the partners; and

WHEREAS, that First Amendment to and Restatement of Certificate and Agreement of Limited Partnership was dated October 7, 1983, and filed with the Secretary of State of the Commonwealth of Massachusetts on October 13, 1983; and

WHEREAS, Melvin S. Cutler, as the Withdrawing General Partner, Douglas A. Cutler, as the new General Partner and Alexander M. Levine, Joseph J. Bafaro, Elizabeth Fallow, Barbara Murphy, MSR Realty, Allan J. Vitkus, Frederic Mulligan, Robert Bretholtz, Melvin S. Cutler and Douglas A. Cutler as Limited Partners, amended the Limited Partnership Agreement in order to allow Melvin S. Cutler to withdraw as General Partner and to admit Douglas A. Cutler as the new General Partner, to admit others as limited partners and to continue the business of the partnership; and

WHEREAS, that Second Amendment to Limited Partnership Agreement was dated June 7, 1988, and filed with the Secretary of the Commonwealth of Massachusetts on June 15, 1988; and

WHEREAS, Douglas A. Cutler as General Partner and Joseph J. Bafaro, Douglas A. Cutler, Melvin S. Cutler, Elizabeth Fallow and MARS Associates as Limited Partners amended Schedule A of the Limited Partnership Agreement in order to reflect the sale of certain limited partnership interests and the admission of other limited partners; and

WHEREAS, that Third Amendment to Limited Partnership Agreement was dated January 1, 1991, and filed with the Secretary of State of the Commonwealth of Massachusetts on January 10, 1991; and

WHEREAS, Douglas A. Cutler, as the withdrawing General Partner, Melvin S. Cutler, as the new General Partner, and Joseph J. Bafaro, Douglas A. Cutler, Melvin S. Cutler, Elizabeth Fallow and MARS Associates as Limited Partners, amended the Limited Partnership Agreement in order to allow Douglas A. Cutler to withdraw as General Partner and to name Melvin S. Cutler as the new General Partner; and

WHEREAS, that Fourth Amendment to Limited Partnership Agreement was dated July 22, 1992, and filed with the Secretary of State of the Commonwealth of Massachusetts on July 24, 1992; and

WHEREAS, Melvin S. Cutler as General Partner, and Douglas A. Cutler, Melvin S. Cutler and Elizabeth Fallow as Limited Partners amended Schedule A of the Limited Partnership Agreement in order to reflect the sale of certain limited partnership interests; and

WHEREAS, that Fifth Amendment to Limited Partnership Agreement was dated December 31, 1993, and filed with the Secretary of State of the Commonwealth of Massachusetts on January 13, 1994; and

WHEREAS, Melvin S. Cutler, as General Partner, and Melvin S. Cutler and Elizabeth J. Fallow, as Limited Partners, amended Schedule A of the Limited Partnership Agreement in order to reflect the sale of a limited partnership interest; and

WHEREAS, that Sixth Amendment to Limited Partnership Agreement was dated January 1, 1995, and filed with the Secretary of State of the Commonwealth of Massachusetts on January 4, 1995; and

WHEREAS, Melvin S. Cutler, as General Partner, and Douglas A. Cutler (Custodian) and Elizabeth Fallow as Limited Partners amended Schedule A of the Limited Partnership Agreement in order to reflect the transfer of a limited partnership interest and the admission of other limited partners; and

WHEREAS, that Seventh Amendment to Limited Partnership Agreement was dated July 19, 1995, and filed with the Secretary of State of the Commonwealth of Massachusetts on December 8, 1998; and

WHEREAS, Melvin S. Cutler, as General Partner, and Douglas A. Cutler, individually and Elizabeth Fallow as Limited Partners amended Schedule A of the Partnership Agreement in order to reflect the transfer of a limited partnership interest to the partnership of other limited partners; and

WHEREAS, the Eighth Amendment to Limited Partnership Agreement was dated September 30, 1994, and filed with the Secretary of State of the Commonwealth of Massachusetts on December 24, 1994; and

WHEREAS, the parties hereto now desire to further amend the Partnership Agreement;

THHEREFORE, the parties hereto mutually agree that the Limited Partnership Agreement dated September 2, 1983, amended October 13, 1983, June 15, 1988, January 30, 1991, July 24, 1992, January 13, 1994, January 4, 1995, July 19, 1995, and September 30, 1994 ("Agreement") is hereby further amended as follows:

Melvin S. Cutler has withdrawn as General Partner, and Cutler LP-I Corp. has been admitted as Substitute General Partner pursuant to Section 9.6 of the Agreement.

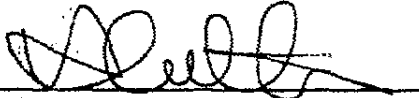
Melvin S. Cutler, Withdrawn General Partner, has sold his General Partner interest to the Substitute General Partner, Cutler LP-I Corp.

The balance of the General Partner interest retained by the Withdrawn General Partner shall be treated as a Limited Partnership interest as provided in Section 9.4 of the Agreement.

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Ninth Amendment to Limited Partnership Agreement in duplicate as of the day and year first above written.

WITHDRAWING GENERAL PARTNER

CUTLER LP-I CORP., General Partner

  
Melvin S. Cutler

By:   
Melvin S. Cutler, President

**LIMITED PARTNERS**

**MILASIA A. FALLOW**

  
Milasia A. Fallow, Attorney-in-Fact

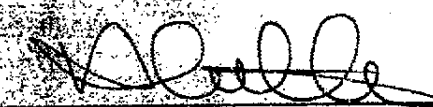
**DAVID A. CUTLER**

  
David A. Cutler

DAVID A. A. CUTLER, as Counsel for Milasia A. Cutler, as Counsel for Milasia A. Fallow, as Counsel for Kelly K. Fallow, as Counsel for Garret Fallow, all under the Massachusetts Uniform Transfers to Minors Act

  
David A. Cutler, Counselor

**MELVIN S. CUTLER**

  
Melvin S. Cutler



COMMONWEALTH OF MASSACHUSETTS

March 3, 2001

I have personally appeared before me Melvin S. Cutler, President of Cutler LP-1 Corp., and acknowledged before me as General Partner is Attorney-in-Fact for Elizabeth J. Cutler, being only two, and acknowledged that he has executed the foregoing Return Amendment to Limited Partnership Agreement and that the foregoing statement is true.

*Nancy E. Debra*

Nancy E. Debra, Notary Public  
My Commission Expires: 10/19/01

COMMONWEALTH OF MASSACHUSETTS

March 3, 2001

I have personally appeared before me Melvin S. Cutler, President of Cutler LP-1 Corp., and acknowledged before me as General Partner is Attorney-in-Fact for Elizabeth J. Cutler, being only seven, and acknowledged that he has executed the foregoing Return Amendment to Limited Partnership Agreement and that the foregoing statement is true.

*Nancy E. Debra*

Nancy E. Debra, Notary Public  
My Commission Expires: 10/19/01

COMMONWEALTH OF MASSACHUSETTS

**March 8, 2001**

Mr. [redacted] personally appeared before me Melvin S. Cufier, Withdrawing General Partner of [redacted] Partner, being duly sworn, and acknowledged that he has executed the foregoing [redacted] as Limited Partnership Agreement and that the foregoing statements therein

Nancy E. Betna  
Nancy E. Betna, Notary Public  
My Commission Expires: 10/19/01

CONFIDENTIAL - EYES ONLY

WICH 12 30

That person(s) appeared before me Douglas A. Cutler, individually and as Counsel for the duly sworn, and acknowledged that he executed the foregoing Third Amendment to the License Partnership Agreement and that the foregoing statements therein are true.

*Joel P. Greene*  
 \_\_\_\_\_  
 Notary Public  
 JOEL P. GREENE, Notary Public  
 My Commission Expires 12/28/01

# CUTLER LIMITED PARTNERSHIP-I

## AMENDED SCHEDULE A (as of January 1, 2001)

### A. General Partners

1. General Partner  
2. General Partner

### GENERAL PARTNER

1. General Partner  
2. General Partner  
3. General Partner  
4. General Partner 01609

### GENERAL PARTNERS

1. General Partner  
2. General Partner for Mikaela A.  
3. General Partner  
4. General Partner under the  
5. Massachusetts Uniform  
6. Transfers to Minors Act  
7. General Partner  
8. General Partner 01609

1. General Partner  
2. General Partner for Mikaela A.  
3. General Partner  
4. General Partner under the  
5. Massachusetts Uniform  
6. Transfers to Minors Act  
7. General Partner  
8. General Partner 01609

1. General Partner  
2. General Partner for Mikaela A.  
3. General Partner  
4. General Partner under the  
5. Massachusetts Uniform  
6. Transfers to Minors Act  
7. General Partner  
8. General Partner 01609

### Partnership Interest

1%

10.625%

10.625%

10.625%

Partnership  
Interest

10.625%

Michael J. Carter  
c/o Michael J. Carter  
1000 Main Street  
Worcester, MA 01609

10.625%

Michael J. Carter  
c/o Michael J. Carter  
1000 Main Street  
Worcester, MA 01609

10.625%

Michael J. Carter  
c/o Michael J. Carter  
1000 Main Street  
Worcester, MA 01609

13.995%

Michael J. Carter  
c/o Michael J. Carter  
1000 Main Street  
Worcester, MA 01609

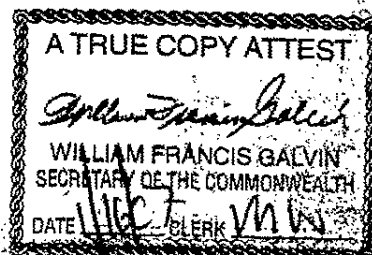
21.255%

Michael J. Carter  
c/o Michael J. Carter  
1000 Main Street  
Worcester, MA 01609

RESIDENT AGENT

Joel P. Greene, Esquire  
Lane, Greene, Murtha & Edwards, LLP  
446 Main Street, Suite 1500  
Worcester, MA 01608  
(508) 929-0400

Check #: 3277



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FEE PAID

MAR 14 2001

CLERK  
SECRETARY'S OFFICE

*William Francis Galvin*

SAID LIMITED PARTNERSHIP FILING HAS BEEN APPROVED FOR FILING IN  
THIS OFFICE PURSUANT TO MASSACHUSETTS GENERAL LAWS CHAPTER 109  
ON THIS THE \_\_\_\_\_ 2001