

Filing Fee: \$150.00

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

LIMITED LIABILITY COMPANY

ARTICLES OF ORGANIZATION

2007 NOV 15 4:11:07
SECRETARY OF STATE
CORPORATIONS DIVISION

Pursuant to the provisions of Chapter 7-16 of the General Laws of Rhode Island, 1956, as amended, the following Articles of Organization are adopted for the limited liability company to be organized hereby:

1. The name of the limited liability company is:

Places & Spaces Realty, LLC

2. The address of the limited liability company's resident agent in Rhode Island is:

153 Walcott Street

(Street Address, not P.O. Box)

Pawtucket

(City/Town)

, RI 02860

(Zip Code)

and the name of the resident agent at such address is Agueda D. Del Borgo

(Name of Agent)

3. Under the terms of these Articles of Organization and any written operating agreement made or intended to be made, the limited liability company is intended to be treated for purposes of federal income taxation as:

(Check one box only)

a partnership or a corporation or disregarded as an entity separate from its member

4. The address of the principal office of the limited liability company if it is determined at the time of organization:

153 Walcott Street, Pawtucket, RI 02860

(If not determined, so state)

5. The limited liability company has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-16, unless a more limited purpose or duration is set forth in paragraph 6 of these Articles of Organization.

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6. Additional provisions, if any, not inconsistent with law, which the members elect to have set forth in these Articles of Organization, including, but not limited to, any limitation of the purposes or duration for which the limited liability company is formed, and any other provision which may be included in an operating agreement:

See attached.

7. Management of the Limited Liability Company:

A. The limited liability company is to be managed by its members. *(If you have checked this box, go to item no. 8.)*

or

B. The limited liability company is to be managed by one (1) or more managers. *(If the limited liability company has managers at the time of the filing of these Articles of Organization, state the name and address of each manager.)*

Manager

Address

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8. The date these Articles of Organization are to become effective, if later than the date of filing, is:

_____ (not prior to, nor more than 30 days after, the filing of these Articles of Organization)

Name and Address of Authorized Person:

ANTHONY M. HOLLOWAY
530 GREENWICH TOWNE
WARREN, NJ

Under penalty of perjury, I declare and affirm that I have examined these Articles of Organization, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 11/14/07



Signature of Authorized Person

PLACES & SPACES REALTY, LLC

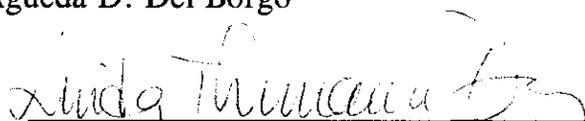
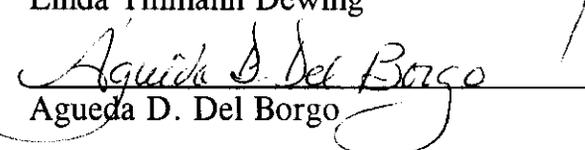
ACTION BY CONSENT OF THE MEMBERS

The undersigned, being members representing all of the capital values of the ownership interests of Places & Spaces Realty, LLC, a Rhode Island limited liability company (the "Company"), hereby consent and agree to the following actions:

- The Duplicate Original Articles of Organization of the Company, duly certified by the Secretary of State of Rhode Island as having been filed with the Secretary of State on NOVEMBER 15, 2007 are hereby accepted and will be filed in the record book of the Company.
- The actions taken by Anthony M. Gallone, Jr. organizing the Company, are hereby ratified and confirmed in all respects.
- The resolutions and/or votes pertaining to banking authority at First Security Bank set forth in the form attached hereto, as completed, and made a part hereof, are hereby adopted by and on behalf of the Company and are incorporated herein by reference.
- The written Operating Agreement of the Company signed by all the members will be filed in the record book of the Company.
- The following persons are hereby elected officers of the Company, to serve in accordance with the Articles of Organization and the Operating Agreement of the Company:

President
Vice President
Secretary
Treasurer

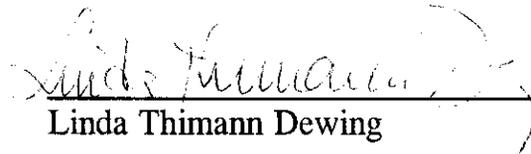
Linda Thimann Dewing
Agueda D. Del Borgo
Linda Thimann Dewing
Agueda D. Del Borgo


Linda Thimann Dewing

Agueda D. Del Borgo

Dated: 11/15/07, 2007

**STATEMENT RELATING TO FORMATION
OF
PLACES & SPACES REALTY, LLC**

The undersigned are at least two members who hereby agree to form Places & Spaces Realty, LLC (the "Company") as a limited liability company pursuant to the provisions of Title 7, Chapter 16 of the General Laws of Rhode Island, as amended, and authorize Anthony M. Gallone, Jr. to execute the Articles of Organization in duplicate in the form attached hereto and to deliver the same for filing to the Secretary of State of Rhode Island.



Linda Thimann Dewing



Agueda D. Del Borgo

Dated: 11/14, 2007



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

