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

APPLICATION FOR REGISTRATION

Pursuant to the provisions of Section 7-16-49 of the General Laws of Rhode Island, I956, as amended, the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:
   BROOKFIELD ASSET, LLC

2. The name, if different, under which it proposes to register and transact business in Rhode Island is:

3. The limited liability company is organized under the laws of **Massachusetts**

4. The date of its organization is **March 19, 2008**

5. The period of duration of the limited liability company is (if perpetual, so state) **perpetual**

6. The address of the limited liability company's resident agent in Rhode Island is:
   1239 Hartford Avenue (Street Address, **not** P.O. Box) Johnston (City/Town), RI 02919 (Zip Code)

   and the name of the resident agent at such address is Everett Petronio, JR., Esq. (Name of Agent)

7. The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.

8. The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is:
   46 Center Square, East Longmeadow, MA 01028

9. The mailing address for the limited liability company is:
   46 Center Square, East Longmeadow, MA 01028

2008 AUG 30 AM 11:10

RECEIVED

Form No. 450
Revised: 12/05

FILED
AUG 07 2008
By AMF
10:29
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10. 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. 11.)***

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
Frank P. Fitzgerald	**46 Center Square, East Longmeadow, MA 01028**
John D. Shea	**46 Center Square, East Longmeadow, MA 01028**

11. This application is accompanied by a certificate of good standing duly authenticated by the secretary of state or other authorized officer of the jurisdiction under which the foreign limited liability company was organized.

Under penalty of perjury, I declare and affirm that I have examined this Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 6-19-08

BROOKFIELD ASSET, LLC

Print Exact Name of Limited Liability Company Making Application

By

Signature of authorized person

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

July 8, 2008

TO WHOM IT MAY CONCERN:

I hereby certify that a certificate of organization of a Limited Liability Company was filed in this office by

BROOKFIELD ASSET, LLC

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **March 19, 2008.**

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation or withdrawal; and that, said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are: **FRANK P. FITZGERALD, JOHN D. SHEA**

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: **FRANK P. FITZGERALD, JOHN D. SHEA**

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **FRANK P. FITZGERALD, JOHN D. SHEA**

In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

Processed By:TAA

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:

August 07, 2008 10:29 AM

A. RALPH MOLLIS

Secretary of State

24921-2-267764