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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

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CORPORATIONS DIV
2009 FEB 18 AM 8:56

LIMITED LIABILITY COMPANY

ARTICLES OF ORGANIZATION

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:

BNSF Logistics Rhode Island, LLC

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

999 Chalkstone Ave. Providence, RI 02908

(Street Address, not P.O. Box)

(City/Town)

, RI

(Zip Code)

and the name of the resident agent at such address is **Richard C. Tallo, Esq.**

(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:

999 Chalkstone Ave. Providence, RI 02908

(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:

Operation and management of freight storage and distribution facility and any other lawful purpose.

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.)*

<u>Manager</u>	<u>Address</u>
Richard C. Tallo	999 Chalkstone Providence, RI 02908
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8. The date these Articles of Organization are to become effective, if later than the date of filing, is:
Immediately upon filing

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

Name and Address of Authorized Person:

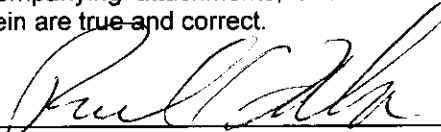
Richard C. Tallo

999 Chalkstone Ave. 02908

Providence, RI

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: 2-18-09


Signature of Authorized Person