Filing Fee: $100.00

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 PARTNERSHIP

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership under and by virtue of the powers conferred by Section 7-13-8 of the General Laws of Rhode Island, 1956, as amended, do execute the following Certificate of Limited Partnership:

1. The name of the limited partnership shall be:

   Northeastern Funding L.P.

   (The name must contain the words "limited partnership" or the letters and punctuation "L.P.")

2. The address of the specified office in this state where the records of the limited partnership shall be kept is:

   One State Street Suite 400 Providence, RI 02908

3. The name and address of the specified agent for service of process is Vcorp Services, LLC

   60 Taft Ave Apt 4 (Street Address, **not** P.O. Box) | Providence (City/Town) | RI | 02906 (Zip Code)

4. The name and business address of each general partner is:

General Partner	Business Address
Regional Funding, LLC	One State Street Suite 400 Providence, RI 02908

5. The mailing address for the limited partnership is One State Street Suite 400 (Street Address)

   Providence (City/Town) | RI (State) | 02908 (Zip Code)

Form No. 300
Revised: 12/05

FILED
JUN - 9 2009
By 091527
10:46

RI068 - 11/28/2008 C T System Online

6. Any other matters the partners determine to include herein:

(If additional space is required, please list on separate attachment.)

Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 6/5/09

By _____ JOSEPH GIUTTARI

By _____

By _____

By _____

By _____

Signature(s) of all general partners named herein