State of Rhode Island and Providence Plantations
Office of the Secretary of State

Fee: $150.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

Limited Liability Company
Articles of Organization

(Chapter 7-16-6 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the limited liability company is: Lowell Innovation Consulting LLC

ARTICLE II

The street address (post office boxes are not acceptable) of the limited liability company's registered agent in Rhode Island is:

No. and Street: 340 RUMSTICK ROAD
City or Town: BARRINGTON State: RI Zip: 02806

The name of the resident agent at such address is: MARK LOWELL

ARTICLE III

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 __ a corporation X disregarded as an entity separate from its member

ARTICLE IV

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

No. and Street: 340 RUMSTICK ROAD
City or Town: BARRINGTON State: RI Zip: 02806 Country: USA

ARTICLE V

The limited liability company has the purpose of engaging in any lawful business, unless a more limited purpose is set forth in Article VI of these Articles of Organization.

The period of its duration is: __ Perpetual __

ARTICLE VI

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

LIMITED LIABILITY COMPANY OPERATING AGREEMENT
LOWELL INNOVATION CONSULTING, LLC

A SINGLE MEMBER-MANAGED LIMITED LIABILITY COMPANY

ARTICLE I
COMPANY FORMATION
1.1 FORMATION. THE MEMBER HEREBY DOES FORM A LIMITED LIABILITY COMPANY,
1.2 ("LOWELL INNOVATION CONSULTING, LLC") SUBJECT TO THE PROVISIONS OF THE LIMITED
LIABILITY
COMPANY ACT AS CURRENTLY IN EFFECT AS OF THIS DATE. ARTICLES OF ORGANIZATION SHALL
BE FILED WITH THE
SECRETARY OF STATE OF RHODE ISLAND.
1.2 NAME. THE NAME OF THE COMPANY SHALL BE: LOWELL INNOVATION CONSULTING, LLC.
1.3 REGISTERED AGENT. THE NAME AND LOCATION OF THE REGISTERED AGENT OF THE
COMPANY SHALL BE:
ASSET PROTECTION WORLDWIDE LLC.?
146 ANOKA AVENUE,
SUITE #200
BARRINGTON, RI 02806?
PHONE: 617-721-0404

1.4 TERM. THE COMPANY SHALL CONTINUE FOR A PERPETUAL PERIOD UNLESS, (A) THE MEMBER
VOTES FOR
DISSOLUTION; OR (B) ANY EVENT WHICH MAKES IT UNLAWFUL FOR THE BUSINESS OF THE
COMPANY TO BE
CARRIED ON BY THE MEMBER; OR (C) ANY OTHER EVENT CAUSING DISSOLUTION OF THIS LIMITED
LIABILITY
COMPANY UNDER THE LAWS OF THE STATE OF DELAWARE.

1.5 CONTINUANCE OF COMPANY. NOTWITHSTANDING THE PROVISIONS OF ARTICLE 1.4, IN THE
EVENT
OF AN OCCURRENCE DESCRIBED IN ARTICLE 1.4(C), IF THERE IS AT LEAST ONE REMAINING
MEMBER, SAID REMAINING MEMBER SHALL HAVE THE RIGHT TO CONTINUE THE BUSINESS OF THE
COMPANY. SUCH RIGHT CAN BE EXERCISED BY THE WRITTEN VOTE OF THE REMAINING MEMBER
WITHIN NINETY
(90) DAYS AFTER THE OCCURRENCE OF AN EVENT DESCRIBED IN ARTICLE 1.4(C). IF NOT SO
EXERCISED, THE
RIGHT OF THE MEMBER TO CONTINUE THE BUSINESS OF THE COMPANY MAY EXPIRE IF THAT
MEMBER DESIRES.

1.6 BUSINESS PURPOSE. THE PURPOSE OF THE COMPANY IS TO PROVIDE

CONSULTING SERVICES.

1.7 PRINCIPAL PLACE OF BUSINESS. THE LOCATION OF THE PRINCIPAL PLACE OF BUSINESS OF THE COMPANY SHALL BE: 340 RUMSTICK ROAD, BARRINGTON, RI 02806.

THE PRINCIPAL PLACE OF BUSINESS MAY BE CHANGED TO A LOCATION THE MEMBER MAY SELECT
THE MEMBER MAY ALSO CHOOSE TO STORE COMPANY DOCUMENTS AT ANY ADDRESS THE MEMBER CHOOSES.

1.8 MEMBER. THE NAME AND PLACE OF RESIDENCE OF THE MEMBER ARE CONTAINED IN EXHIBIT 1, ATTACHED TO THIS AGREEMENT.

1.9 ADMISSION OF ADDITIONAL MEMBERS. EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THE AGREEMENT, ADDITIONAL MEMBERS MAY BE ADMITTED TO THE COMPANY THROUGH ISSUANCE BY THE COMPANY OF A NEW INTEREST IN THE COMPANY OR A SALE OF CURRENT A PERCENT OF CURRENT MEMBER’S INTEREST.

ARTICLE II
CAPITAL CONTRIBUTIONS

2.1 INITIAL CONTRIBUTIONS. THE MEMBER INITIALLY SHALL CONTRIBUTE TO THE COMPANY CAPITAL AS DESCRIBED IN EXHIBIT 2 ATTACHED TO THIS AGREEMENT.

2.2 ADDITIONAL CONTRIBUTIONS. EXCEPT AS PROVIDED IN ARTICLE 6.2, NO MEMBER SHALL BE OBLIGATED TO MAKE ANY ADDITIONAL CONTRIBUTION TO THE COMPANY'S CAPITAL.

ARTICLE III
PROFITS, LOSSES AND DISTRIBUTIONS

3.1 PROFITS/LOSSES. FOR FINANCIAL ACCOUNTING AND TAX PURPOSES THE COMPANY'S NET PROFITS OR NET LOSSES SHALL BE DETERMINED ON AN ANNUAL BASIS AND SHALL BE ALLOCATED TO THE MEMBERS IN PROPORTION TO EACH MEMBER'S RELATIVE CAPITAL INTEREST IN THE COMPANY AS

SET FORTH IN
EXHIBIT 2 AS
AMENDED FROM TIME TO TIME IN ACCORDANCE WITH TREASURY REGULATION
1.704-1.

3.2 DISTRIBUTIONS. THE MEMBER SHALL DETERMINE AND DISTRIBUTE AVAILABLE FUNDS
ANNUALLY OR AT
MORE FREQUENT INTERVALS AS THE MEMBER SEES FIT. AVAILABLE FUNDS, AS REFERRED TO
HEREIN, SHALL MEAN
THE NET CASH OF THE COMPANY AVAILABLE AFTER APPROPRIATE PROVISION FOR EXPENSES AND
LIABILITIES, AS
DETERMINED BY THE MEMBER. DISTRIBUTIONS IN LIQUIDATION OF THE COMPANY OR IN
LIQUIDATION OF A
MEMBER'S INTEREST SHALL BE MADE IN ACCORDANCE WITH THE POSITIVE CAPITAL ACCOUNT
BALANCES
PURSUANT TO TREASURY REGULATION 1.704-L(B)(2)(II)(B)(2). TO THE EXTENT A MEMBER SHALL
HAVE A
NEGATIVE CAPITAL ACCOUNT BALANCE, THERE SHALL BE A QUALIFIED INCOME OFFSET, AS SET
FORTH IN TREASURY
REGULATION 1.704- L(B)(2)(II)(D).

3.3 C CORPORATION ELECTION. THE MEMBER MAY ELECT TO BE TREATED AS A C CORPORATION
AT ANY
TIME TO KEEP THE PROFITS OF THE LLC AT THE COMPANY LEVEL AND NOT BE FORCED TO
DISTRIBUTE PROFITS TO THE MEMBER.

ARTICLE IV
MANAGEMENT

4.1 MANAGEMENT OF THE BUSINESS. THE MANAGEMENT OF THE BUSINESS IS INVESTED IN THE
MEMBER.

4.2 MEMBER. THE LIABILITY OF THE MEMBER SHALL BE LIMITED AS PROVIDED PURSUANT TO
APPLICABLE LAW. THE MEMBER IS IN CONTROL, MANAGEMENT, DIRECTION, AND OPERATION OF
THE
COMPANY'S AFFAIRS AND SHALL HAVE POWERS TO BIND THE COMPANY WITH ANY LEGALLY
BINDING
AGREEMENT, INCLUDING SETTING UP AND OPERATING A LLC COMPANY BANK ACCOUNT.

4.3 POWERS OF THE MEMBER. THE MEMBER IS AUTHORIZED ON THE COMPANY'S BEHALF TO MAKE ALL DECISIONS IN ACCORDANCE WITH ARTICLE 4.2 AS TO (A) THE SALE, DEVELOPMENT, LEASE OR OTHER DISPOSITION OF THE COMPANY'S ASSETS; (B) THE PURCHASE OR OTHER ACQUISITION OF OTHER ASSETS OF ALL KINDS; (C) THE MANAGEMENT OF ALL OR ANY PART OF THE COMPANY'S ASSETS; (D) THE BORROWING OF MONEY AND THE GRANTING OF SECURITY INTERESTS IN THE COMPANY'S ASSETS; (E) THE PRE-PAYMENT, REFINANCING OR EXTENSION OF ANY LOAN AFFECTING THE COMPANY'S ASSETS; (F) THE COMPROMISE OR RELEASE OF ANY OF THE COMPANY'S CLAIMS OR DEBTS; AND, (G) THE EMPLOYMENT OF PERSONS, FIRMS OR CORPORATIONS FOR THE OPERATION AND MANAGEMENT OF THE COMPANY'S BUSINESS. IN THE EXERCISE OF ITS MANAGEMENT POWERS, THE MEMBER IS AUTHORIZED TO EXECUTE AND DELIVER (A) ALL CONTRACTS, CONVEYANCES, ASSIGNMENTS LEASES, SUB-LEASES, LICENSING AGREEMENTS, MANAGEMENT CONTRACTS AND MAINTENANCE CONTRACTS COVERING OR AFFECTING THE COMPANY'S ASSETS; (B) ALL CHECKS, DRAFTS AND OTHER ORDERS FOR THE PAYMENT OF THE COMPANY'S FUNDS; (C) ALL PROMISSORY NOTES, LOANS, SECURITY AGREEMENTS AND OTHER SIMILAR DOCUMENTS; AND, (D) ALL OTHER INSTRUMENTS OF ANY OTHER KIND RELATING TO THE COMPANY'S AFFAIRS, WHETHER LIKE OR UNLIKE THE FOREGOING. (E) MEMBER SHALL HAVE AUTHORIZATION TO AMEND HIS POWERS AT ANY TIME AT HIS CHOOSING.

4.7 NOMINEE. TITLE TO THE COMPANY'S ASSETS SHALL BE HELD IN THE COMPANY'S NAME OR IN THE NAME OF ANY NOMINEE THAT THE MEMBER MAY DESIGNATE. THE MEMBER SHALL HAVE POWER TO ENTER INTO A NOMINEE AGREEMENT WITH ANY SUCH PERSON, AND SUCH AGREEMENT MAY

CONTAIN
PROVISIONS
INDEMNIFYING THE NOMINEE, EXCEPT FOR HIS WILLFUL MISCONDUCT.

4.8 COMPANY INFORMATION. UPON REQUEST, THE CHIEF EXECUTIVE MEMBER SHALL SUPPLY TO ANY MEMBER INFORMATION REGARDING THE COMPANY OR ITS ACTIVITIES. EACH MEMBER OR HIS AUTHORIZED REPRESENTATIVE SHALL HAVE ACCESS TO AND MAY INSPECT AND COPY ALL BOOKS, RECORDS AND MATERIALS IN THE CHIEF EXECUTIVE MEMBER’S POSSESSION REGARDING THE COMPANY OR ITS ACTIVITIES.

4.9 EXCULPATION. ANY ACT OR OMISSION OF THE MEMBER, THE EFFECT OF WHICH MAY CAUSE OR RESULT IN LOSS OR DAMAGE TO THE COMPANY OR THE MEMBER IF DONE IN GOOD FAITH TO PROMOTE THE BEST INTERESTS OF THE COMPANY, SHALL NOT SUBJECT THE MEMBER TO ANY LIABILITY TO THE MEMBER.

4.10 INDEMNIFICATION. THE COMPANY SHALL INDEMNIFY ANY PERSON WHO WAS OR IS A PARTY DEFENDANT OR IS THREATENED TO BE MADE A PARTY DEFENDANT, PENDING OR COMPLETED ACTION, SUIT OR PROCEEDING, WHETHER CIVIL, CRIMINAL, ADMINISTRATIVE, OR INVESTIGATIVE (OTHER THAN AN ACTION BY OR IN THE RIGHT OF THE COMPANY) BY REASON OF THE FACT THAT HE IS OR WAS A MEMBER OF THE COMPANY, MANAGER, EMPLOYEE OR AGENT OF THE COMPANY, OR IS OR WAS SERVING AT THE REQUEST OF THE COMPANY, FOR INSTANT EXPENSES (INCLUDING ATTORNEY'S FEES), JUDGMENTS, FINES, AND AMOUNTS PAID IN SETTLEMENT ACTUALLY AND REASONABLY INCURRED IN CONNECTION WITH SUCH ACTION, SUIT OR PROCEEDING IF THE MEMBER ACTED IN GOOD FAITH AND IN A MANNER HE/SHE REASONABLY BELIEVED TO BE IN OR NOT OPPOSED TO THE BEST INTEREST OF THE COMPANY, AND WITH RESPECT TO ANY CRIMINAL ACTION PROCEEDING, HAS NO REASONABLE CAUSE

TO BELIEVE HIS/HER CONDUCT WAS UNLAWFUL. THE TERMINATION OF ANY ACTION, SUIT, OR PROCEEDING BY JUDGMENT, ORDER, SETTLEMENT, CONVICTION, OR UPON A PLEA OF "NOLO CONTENDERE" OR ITS EQUIVALENT, SHALL NOT IN ITSELF CREATE A PRESUMPTION THAT THE PERSON DID OR DID NOT ACT IN GOOD FAITH AND IN A MANNER WHICH HE/SHE REASONABLY BELIEVED TO BE IN THE BEST INTEREST OF THE COMPANY, AND, WITH RESPECT TO ANY CRIMINAL ACTION OR PROCEEDING, HAD REASONABLE CAUSE TO BELIEVE THAT HIS/HER CONDUCT WAS LAWFUL.

4.11 RECORDS. THE MEMBER SHALL CAUSE THE COMPANY TO KEEP AT ITS PRINCIPAL PLACE OF BUSINESS OR OTHER LOCATION THE FOLLOWING: (A) A COPY OF THE CERTIFICATE OF FORMATION AND THE COMPANY OPERATING AGREEMENT AND ALL AMENDMENTS; (B) COPIES OF THE COMPANY'S FEDERAL, STATE AND LOCAL INCOME TAX RETURNS AND REPORTS, IF ANY, FOR THE THREE MOST RECENT YEARS; (C) COPIES OF ANY FINANCIAL STATEMENTS OF THE LIMITED LIABILITY COMPANY FOR THE THREE MOST RECENT YEARS.

CERTIFICATE OF FORMATION

THIS COMPANY OPERATING AGREEMENT IS ENTERED INTO AND SHALL BECOME EFFECTIVE AS OF THE EFFECTIVE DATE BY AND AMONG THE COMPANY AND THE PERSON EXECUTING THIS AGREEMENT AS MEMBER. IT IS THE MEMBER’S EXPRESS INTENTION TO CREATE A LIMITED LIABILITY COMPANY IN ACCORDANCE WITH APPLICABLE LAW, AS CURRENTLY WRITTEN OR SUBSEQUENTLY AMENDED OR REDRAFTED. THE UNDERSIGNED HEREBY AGREE, ACKNOWLEDGE, AND CERTIFY THAT THE FOREGOING OPERATING AGREEMENT IS ADOPTED AND APPROVED BY EACH MEMBER, THE AGREEMENT CONSISTING OF 4 PAGES, CONSTITUTES, TOGETHER WITH EXHIBIT 1 (IF ANY), THE OPERATING AGREEMENT OF LOWELL INNOVATION CONSULTING, LLC, ADOPTED BY THE MEMBER AS OF NOVEMBER, 22 2011.

MEMBER:
MARK EDMUND LOWELL

ARTICLE VII

The limited liabilty company is to be managed by its _X_ Members or __ Managers (check one)
(If managed by Members, go to ARTICLE VIII)

The name and address of each manager **(If LLC is managed by Members, DO NOT complete this section)**:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country

ARTICLE VIII

The date these Articles of Organization are to become effective, not prior to, nor more than 30 days after the filing of these Articles of Organization.

Later Effective Date: 11/26/2011

This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the company, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-16.

Signed this 25 Day of November, 2011 at 1:47:48 PM by the Authorized Person.

MARK LOWELL

Address of Authorized Signer:
340 RUMSTICK ROAD
BARRINGTON, RI 02806

Form No. 400
Revised 09/07

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:

November 25, 2011 1:47 PM

A. Ralph Mollis

A. RALPH MOLLIS

Secretary of State

SEAL OF THE STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
HOPE
1636

0-4660-0