

Filing Fee: \$150.00

ID Number: 153900



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

06 FEB 21 AM 11:28

LIMITED LIABILITY COMPANY

APPLICATION FOR REGISTRATION

Pursuant to the provisions of Section 7-16-48 of the General Laws of Rhode Island, 1956, 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: RFP ESSEX WATERMAN, 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 Delaware

4. The date of its organization is February 16, 2006

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:
10 Weybosset Street Providence RI 02903
(Street Address: not P.O. Box) (City/Town) (Zip Code)

and the name of the resident agent at such address is CT Corporation System
(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:
Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801

9. The mailing address for the limited liability company is:
c/o Essex River Ventures, 225 Friend Street, 7th Floor, Boston, Massachusetts 02114.

FILED

FEB 21 2006

By [Signature]

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.)

<u>Manager</u>	<u>Address</u>

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.

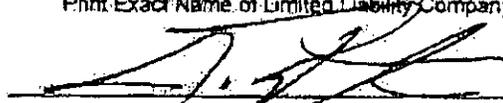
Under penalty of perjury, I declare and affirm that I have examined this Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: February 16, 2006

RFP ESSEX WATERMAN, LLC

Print Exact Name of Limited Liability Company Making Application

By



Signature of authorized person

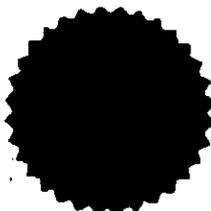
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RFP ESSEX WATERMAN, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF FEBRUARY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4529432

DATE: 02-16-06

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