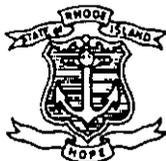


Filing Fee: \$150.00

ID Number: 149515



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

05 JUL 27 AM 9:43
STATE
CORP. DIV.

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:

RUNWAY HOLDINGS, LLC

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

1485 South County Trail

East Greenwich

RI 02818

(Street Address, not P.O. Box)

(City/Town)

(Zip Code)

and the name of the resident agent at such address is

JAMES N. GRACE III

(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:

1485 South County Trail, East Greenwich, Rhode Island 02818

(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.

FILED

JUL 27 2005

By

[Signature]

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:

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.)*

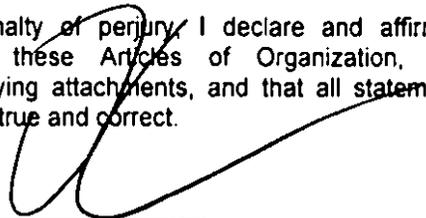
<u>Manager</u>	<u>Address</u>
James N. Grace III	1485 South County Trail
	P.O. Box 511
	East Greenwich, Rhode Island 02818-0511

8. The date these Articles of Organization are to become effective, if later than the date of filing, is:

Upon Filing.

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

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: July 26, 2005

Signature of Authorized Person