

Filing Fee \$150.00

LLC I.D.# 91355

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

LIMITED LIABILITY COMPANY

ARTICLES OF ORGANIZATION

Pursuant to the provisions of Chapter 7-16 of the General Laws, 1956, as amended, the following Articles of Organization are adopted for the limited liability company to be organized hereby:

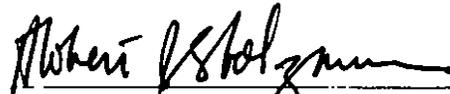
FIRST. The name of the Limited Liability company is: Ross-Simons of Chestnut Hill , LLC

SECOND. There are at least two members who have agreed to form this limited liability company.

THIRD. The latest date on which the limited liability company is to dissolve is:
December 31, 2046.

FOURTH. The name and address of the resident agent in the State of Rhode Island is:

Adler Pollock & Sheehan Incorporated
2300 Hospital Trust Tower
Providence, RI 02903



Signature of Resident Agent
Robert I. Stolzman, Esq.

FIFTH. 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:

a partnership;
or a corporation

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By [Signature] #9
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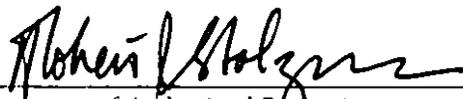
SIXTH. The address of the principal office of the limited liability company if it is determined:
9 Ross Simons Drive, Cranston, RI 02920

SEVENTH. Additional provisions (if any) not inconsistent with law, which the members elect to have set forth in these Articles of Organization:

The limited liability company shall be governed by an Operating Agreement of even date herewith among its members as the same may be amended from time to time.

EIGHTH. Date these Articles of Organization are to become effective, if later than the date of filing, is: the Date of Filing (not more than 30 days after the filing of these Articles of Organization)

Dated August 30, 1996



(Signature of Authorized Person)
Robert I. Stolzman, Esq.

September 11, 1996

Secretary of State
Corporation Division
100 North Main Street
Providence, RI 02903

Re: ROSS-SIMONS OF CHESTNUT HILL, LLC - CONSENT TO USE NAME

Dear Madam:

In connection with the filing of Articles of Organization for Ross-Simons of Chestnut Hill, LLC, the undersigned along with its affiliates, Ross-Simons of Atlanta, LLC, Ross-Simons of Barrington, Inc., Ross-Simons of Kittery, Inc., Ross-Simons of Las Vegas, Inc., Ross-Simons of North Carolina, LLC and Ross-Simons of Warwick, Inc., hereby consents to the use of said name.

ROSS-SIMONS, INC.

By: 
Darrell S. Ross, Vice President

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