

Filing Fee: \$150.00

ID Number: 132524



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

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

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CORPORATIONS DIVISION  
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**LIMITED LIABILITY COMPANY**

**APPLICATION FOR REGISTRATION**  
(To Be Filed In Duplicate)

Pursuant to the provisions of Section 7-16-49 of the General Laws, 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: Gardner II Real Estate, LLC (cc) 130450

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 State of Delaware

4. The date of its organization is April 4, 2003

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:  
75 Col. John Gardner Road Narragansett, RI 02882  
(Street Address, not P.O. Box) (City/Town) (Zip Code)

and the name of the resident agent at such address is Richard H. Mann  
(Name of Agent)

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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:  
30 Old Rudnick Lane, Dover, Delaware 19901

9. The mailing address for the limited liability company is:  
75 Col. John Gardner, Narragansett, RI 02882

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10. The limited liability company is to be managed by:

(Check one box only)

its members or  by one (1) or more managers

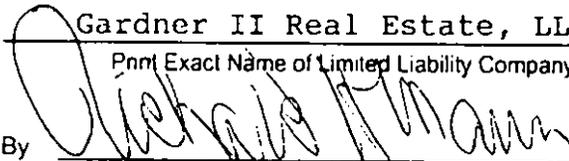
11. If the limited liability company has managers at the time of filing this application, please list the name and address of each manager:

<u>Manager</u>	<u>Address</u>
<u>InterAmerican Realty Corp.</u>	<u>221 East Main Street, Suite 205</u> <u>Milford, MA 01757</u>
<u> </u>	<u> </u>

12. 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: May 16, 2003

Gardner II Real Estate, LLC  
Print Exact Name of Limited Liability Company Making Application  
By   
Signature of authorized person  
Richard H. Mann

**GARDNER REALTY, LLC**

Gardner Realty, LLC hereby consents to the registration of Gardner II Real Estate, LLC as a foreign limited liability company in the State of Rhode Island and to the use of such name.

Gardner Realty, LLC

by:   
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 "GARDNER II REAL ESTATE, 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 FIFTEENTH DAY OF MAY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GARDNER II REAL ESTATE, LLC" WAS FORMED ON THE FOURTH DAY OF APRIL, A.D. 2003.

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



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2419471

DATE: 05-15-03