

Filing Fee: \$150.00

ID Number: 152334



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

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

**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:  
Linear Retail Smithfield #1 LLC

2. The name, if different, under which it proposes to register and transact business in Rhode Island is:  
N/A

3. The limited liability company is organized under the laws of the Commonwealth of Massachusetts

4. The date of its organization is November 28, 2005

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:  
222 Jefferson Boulevard, Suite 200 Warwick, RI 02888  
(Street Address, not P.O. Box) (City/Town) (Zip Code)

and the name of the resident agent at such address is Corporation Service Company  
(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:  
c/o Linear Retail Properties, LLC, 5 Burlington Woods Drive, Burlington, MA 01803

9. The mailing address for the limited liability company is:  
c/o Linear Retail Properties, LLC, 5 Burlington Woods Drive, Burlington, MA 01803

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**FILED**

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By Kunc 0811217

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CORPORATIONS DIVISION  
PROVIDENCE, RI

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>Linear Retail Properties, LLC</u>	<u>5 Burlington Woods Drive</u>
	<u>Burlington, MA 01803</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: November 28, 2005

Linear Retail Smithfield #1 LLC

Print Exact Name of Limited Liability Company Making Application

By   
Signature of authorized person

Linear Retail Warwick #1 LLC  
c/o Linear Retail Properties, LLC  
5 Burlington Woods Drive  
Burlington, MA 01803

November 8, 2005

Secretary of State  
State of Rhode Island  
82 Smith Street  
State House Room 217  
Providence, RI 02903

Re: Linear Retail Smithfield #1 LLC

To whom it may concern:

The undersigned, William J. Beckeman, Manager of Linear Retail Properties Manager, LLC, manager of Linear Retail Properties, LLC, manager of Linear Retail Warwick #1 LLC (the "Company") hereby consents on behalf of the Company to the use of the name Linear Retail Smithfield #1 LLC.

LINEAR RETAIL WARWICK #1 LLC

By: Linear Retail Properties, LLC, its manager

By: Linear Retail Properties Manager, LLC, its manager

By:   
William J. Beckeman, Manager

SECRET  
OFFICE OF THE  
SECRETARY OF STATE  
500 STATE  
STREET  
PROVIDENCE, RI 02903  
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*The Commonwealth of Massachusetts*  
*Secretary of the Commonwealth*  
*State House, Boston, Massachusetts 02133*

William Francis Galvin  
Secretary of the  
Commonwealth

December 5, 2005

TO WHOM IT MAY CONCERN:

I hereby certify that a certificate of organization of a Limited Liability Company was filed in this office by

**LINEAR RETAIL SMITHFIELD #1 LLC**

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **November 28, 2005.**

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation or withdrawal; and that, said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are: **LINEAR RETAIL PROPERTIES, LLC.**

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: **LINEAR RETAIL PROPERTIES, LLC AND WILLIAM J. BECKEMAN.**

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **LINEAR RETAIL PROPERTIES, LLC AND WILLIAM J. BECKEMAN.**



In testimony of which,

I have hereunto affixed the  
Great Seal of the Commonwealth  
on the date first above written.

*William Francis Galvin*  
Secretary of the Commonwealth