

Filing Fee: \$150.00

ID Number: 104440



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 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: KITCHEN & BATH DESIGNS, LLC
2. The name, if different, under which it proposes to register and transact business in Rhode Island is: KITCHEN & BATH DESIGNS BY BETSY HOUSE
3. The limited liability company is organized under the laws of CONNECTICUT
4. The date of its organization is NOVEMBER 26, 1997
5. The period of duration of the limited liability company is (if perpetual, so state) 99 YEARS
6. The address of the limited liability company's resident agent in Rhode Island is 265 CAROLINA NOOSENECK ROAD, WYOMING, RI 02898 and the name of the resident agent at such address is ELISABETH W. MCHENRY
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: 11 HERITAGE DRIVE, STONINGTON, CT 06378
9. The mailing address for the limited liability company is: 11 HERITAGE DRIVE, STONINGTON, CT 06378

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CORPORATIONS DIVISION
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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:

Manager	Address

12. This application is accompanied by certified copies of the limited liability company's articles of organization and all amendments thereto, duly authenticated by the proper officer of the state or jurisdiction under the laws of which it is organized.

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

FILED

JAN 11 1999

By [Signature] 216401

KITCHEN & BATH DESIGNS, LLC

(Exact name of Limited Liability Company making application)

*By [Signature]
ELIZABETH H. KALINOWSKI
Its Member

* To be signed by a person with authority to do so under the laws of the state or other jurisdiction of its organization.

Brian Dyl, Director
Kitchen & Bath Designs, Inc.
119 Elmdale Road
North Scituate, Rhode Island 02857

11/2/98-

Ms. Betsy House
Kitchen & Bath Designs, LLC
11 Heritage Drive
Stonington, Connecticut 06378

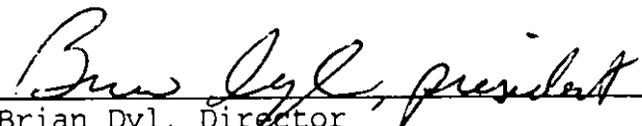
Re: Use of Trade Name in Rhode Island

Dear Ms. House:

I understand from our telephone conversation that Kitchen & Bath Designs, LLC is a Connecticut limited liability company seeking to transact business in Rhode Island, specifically kitchen and bath design and sales, as "Kitchen & Bath Designs by Betsy House". I understand further that the Rhode Island Secretary of State requires that you obtain the consent of Kitchen & Bath Designs, Inc., a Rhode Island corporation, as a condition of receiving a Certificate of Registration to transact business in Rhode Island as "Kitchen & Bath Designs by Betsy House".

Based on this understanding, Kitchen & Bath Designs, Inc. hereby consents to your use of the name "Kitchen & Bath Designs by Betsy House" to transact business in Rhode Island.

Very truly yours,



Brian Dyl, Director
Kitchen & Bath Designs, Inc.

ARTICLES OF ORGANIZATION OF KITCHEN & BATH DESIGNS, LLC

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

FIRST: The name of the limited liability company (hereinafter referred to as the "Company") is "Kitchen & Bath Designs, LLC".

SECOND: The latest date on which the company is to dissolve is November 26, 2096.

THIRD: Management of the Company shall be vested in its members.

FOURTH: The Company is formed for the transaction of any business or the promotion of any purpose which may be lawfully carried on by a limited liability company formed under Connecticut law.

FIFTH: The address of the principal office of the Company is:

11 Heritage Drive
Stonington, Connecticut 06378

SIXTH: The name and address (both business and personal residence) of the resident agent of the Company are:

Constantine G. Antipas
164 Payer Lane
Mystic, Connecticut 06355 (personal)

One Fort Hill Road
Groton, Connecticut 06340 (business)

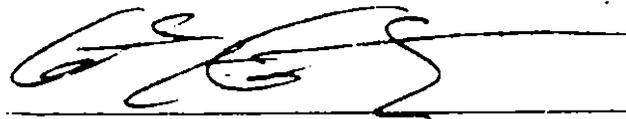
IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 26th day of November, 1997.



Constantine G. Antipas, Organizer

Acceptance of Designation as Agent of Service

The foregoing designation as Agent for Service of Process is hereby accepted:



Constantine G. Antipas

STATE OF CONNECTICUT }
OFFICE OF THE SECRETARY OF THE STATE } SS: HARTFORD

I hereby certify that this is a true copy of record
in this Office

In Testimony whereof, I have hereunto set my hand,
and affixed the Seal of said State, at Hartford,
this 27th day of December A.D. 1998

Miles S. Repass
SECRETARY OF THE STATE 11