

Filing Fee: \$150.00

ID Number: 126247



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

ARTICLES OF ORGANIZATION
(To Be Filed In Duplicate)

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:

1. The name of the limited liability company is:

Dean Acquisition, LLC

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

180 South Main Street

Providence

RI 02903

(Street Address, not P.O. Box)

(City/Town)

(Zip Code)

and the name of the resident agent at such address is Brian J. Spero

(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:

1 John C. Dean Memorial Boulevard

Cumberland, Rhode Island 02864

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CORPORATIONS DIVISION
JUL 29 2002

The limited liability company has the purpose of engaging in any business which a limited partnership may carry on except the provision of professional services as defined in Section 7-5.1-2, 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.

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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:

See Attached Exhibit A.

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

(Check one box only)

its members *or* by one (1) or more managers

8. If the limited liability company has managers at the time of filing these Articles of Organization, state the name and address of each manager:

<u>Manager</u>	<u>Address</u>
<u>Bradford A. Dean, Sr.</u>	<u>16 Jason's Grant Drive, Cumberland, RI 02864</u>
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9. 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: 7.26.02

Bradford A. Dean
Signature of Authorized Person

EXHIBIT A

1. Except for those actions excluded by Section 7-16-21(b)(1)(2) and (3) of the Rhode Island Limited Liability Company Act, any action required to be taken at a meeting of the Members, or any other action which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Members entitled to vote with respect to the subject matter thereof.

2. No Member or officer shall have personal liability to the Company or to its Members for monetary damages for breach of such Member's or officer's duty as a Member or officer provided that this provision shall not eliminate or limit the liability of such Member or officer: (i) for any breach of the Member's or officer's duty of loyalty to the Company or to its Members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under §7-16-32 of the Rhode Island Limited Liability Company Act; or (iv) for any transaction from which the Member or officer derived an improper personal benefit.

3. The ownership of the Company is subject to transfer restrictions contained in its Operating Agreement and copies thereof are on file at the registered office of the Company. Interests of Members of the Company are transferable only upon compliance with the provisions of said transfer restrictions.

4. All capitalized terms used in this Exhibit A have the meanings assigned to them in the Operating Agreement.