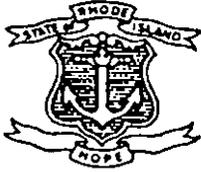


Filing Fee: \$150.00

ID Number: 106050



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
APR 22 11 47 AM '99

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 1025 Realty II, LLC

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

Joseph A. Montalbano, Esquire, Montalbano & Montalbano, Ltd., 959 Mineral Spring
Avenue, North Providence, Rhode Island 02904

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 a corporation 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:

1025 Plainfield Street
Johnston, RI 02919

5. 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.

FILED
APR 22 1999
BY [Signature]
222300

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:

To invest in real estate and such other assets as the company may deem prudent and to transact any and all lawful business for which companies may be organized under the Rhode Island Limited Liability Company Act, as the same may be amended from time to time hereafter.

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:

Manager	Address
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

9. The date these Articles of Organization are to become effective, if later than the date of filing, is:

Upon filing
(not 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 and that all statements contained herein are true and correct.

Dated: April 21, 1999

Jeffrey A. Dr. [Signature], Esq.
Signature of Authorized Person