

Filing Fee: \$150.00

ID Number: 136557



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:

AQUIDNECK GROUP II, LLC *CO 11975 OK correct thanks*

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

1100 Aquidneck Avenue

Middletown

RI 02842

(Street Address, not P.O. Box)

(City/Town)

(Zip Code)

and the name of the resident agent at such address is David P. Martland, Esq.

(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:

272 Valley Road

Newport, Rhode Island 02840

(If not determined, so state)

5. The limited liability company has the purpose of engaging in any lawful business, 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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By C14072

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:

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

John J. Egan, Jr.

272 Valley Road, Middletown, RI 02842

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: December 12, 2003



Signature of Authorized Person

*AQUIDNECK GROUP LLC
272 Valley Road
Middletown, Rhode Island 02842*

December 12, 2003

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

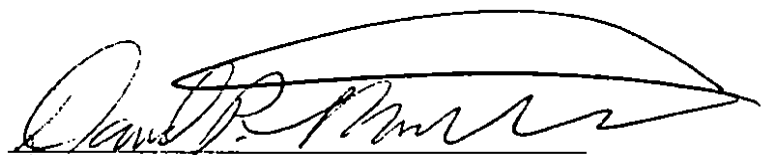
Re: Aquidneck Group II, LLC

Dear Sir or Madam:

Aquidneck Group LLC hereby grants permission to the Secretary of State to allow the use of the name "Aquidneck Group II, LLC" to form a new limited liability company. If you have any questions in this regard, please don't hesitate to contact our attorney, David P. Martland, Esq. at SILVA LAW GROUP, LTD., 401-849-6200.

Very truly yours,

Aquidneck Group LLC

A handwritten signature in dark ink, appearing to read "David P. Martland", is written over a horizontal line.

By: Aquidneck Shopping Center Management, Inc.

Its: Manager

By: David P. Martland

Its: Assistant Secretary