

Filing Fee: \$150.00

ID Number: 121472



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)

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIVISION
OCT 9 2 44 PM '02

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:

Massachusetts Bay Commuter Railroad Company, 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 Delaware

4. The date of its organization is October 7, 2002

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:

Hinckley, Allen & Snyder LLP, 1500 Fleet Center

Providence

RI 02903

(Street Address, not P.O. Box)

(City/Town)

(Zip Code)

and the name of the resident agent at such address is James P. Redding, Esq.

(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:

The Corporation Trust Company, 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801

9. The mailing address for the limited liability company is:

Two Central Street, Georgetown, Massachusetts 01833

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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:

<u>Manager</u>	<u>Address</u>
James F. O'Leary	148 State Street, Boston, MA 02109
James Stoetzel	2 Central Street, Georgetown, MA 01833
Antoine Hurel	2 Central Street, Georgetown, MA 01833
Philippe Payen	2 Central Street, Georgetown, MA 01833
William Spurr	3260 Tillman Drive, Suite 110, Bensalem, PA 19020

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.

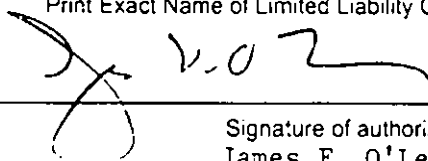
Under penalty of perjury, I declare and affirm that I have examined this Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: October 8, 2002

Massachusetts Bay Commuter Railroad Company, LLC

Print Exact Name of Limited Liability Company Making Application

By



Signature of authorized person
James F. O'Leary, Manager

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MASSACHUSETTS BAY COMMUTER RAILROAD COMPANY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF OCTOBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2025170

DATE: 10-08-02