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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

65 JUN 30 AM 11:20

FILED

JUN 30 2005

By KMC

C 00389

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:

Black Orchid LLC

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

55 Dorrance Street

(Street Address, not P.O. Box)

Providence

(City/Town)

, RI 02903

(Zip Code)

and the name of the resident agent at such address is

Dante J. Giammarco, 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:

One Goldsmith Street, North Providence, RI 02904

(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.

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.

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

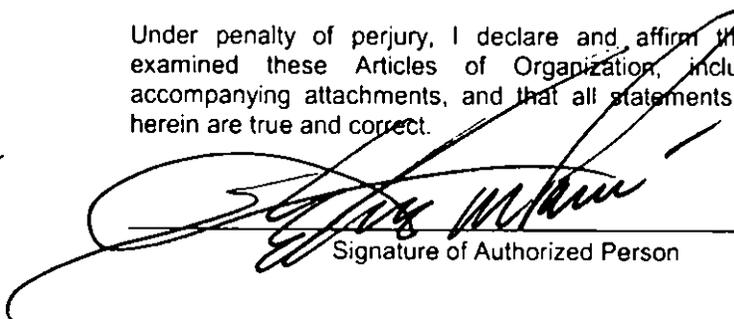
Immediately upon filing

(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:

June 9 2005



Signature of Authorized Person

LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION FOR BLACK ORCHID LLC
ARTICLE SIXTH

A. Except in the case of involuntary transfers, disassociation or removal of Members, pursuant to the terms of the Operating Agreement, no Member shall pledge, sell, transfer, assign or otherwise encumber or dispose of all or any part of his or her Membership Interest, now or hereafter owned during his or her lifetime to any person without the prior written consent of all of the other Members and of this limited liability company unless the Member desiring to make such transfer, to pledge or otherwise encumber or dispose of each Membership Interest shall have first made an offer to sell such Membership Interest first to the other Members and, if such offer is not accepted, to the limited liability company in the manner further set forth in the Operating Agreement.

B. The Members collectively shall direct, manage and control the business of this limited liability. No member shall, unless otherwise authorized by the Members, have the power or authority to alone bind this limited liability in any way.

C. The limited liability company shall also have the power to:

i. To guarantee any bonds, securities or evidences of indebtedness created by or dividends on or certain amount per share in liquidation of the capital stock of any other company, corporation or corporations created by this state or by any other state, country, nation or government, provided such other corporation is formed for purposes similar to the purposes of this corporation or is engaged in the same or a substantially similar business or transacts business with this corporation or is owned or controlled by the same or substantially similar interests; but nothing herein contained shall authorize this company to carry on the business of a surety or indemnity company.

ii. To guarantee in any way permitted by law the performance of any of the contracts or other undertakings in which the corporation may otherwise be or become interested, of any corporation, association, partnership, firm, trustee, syndicate, individual, government, state, municipality, or other political or governmental division or subdivision, domestic or

foreign as may be permitted by law.

iii. To promote or assist financially or otherwise, corporations, syndicates, partnerships, trusts, trustees, individuals or associations of all kinds and to give any guaranty in connection therewith for the payment of money or for the performance of any obligation or undertaking.

iv. The company shall indemnify and hold harmless each person (and his heirs, administrators and executors) who shall serve at any time hereafter as a director or officer of the company, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a member of the company or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such member and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim of liability; provided, however, that no such person shall be indemnified against or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his own negligence or willful misconduct.

The rights accruing to any person under the foregoing provisions of this Article shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for. The company, its members, employees and agents shall be fully protected in taking any action or making any payment under this Article, or in refusing so to do, in reliance upon the advice of counsel.