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Filing Fee: \$150.00

ID Number:



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)

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: Winn Managed Properties, 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 4, 2001

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: 10 Weybossett Street Providence, RI 02903

and the name of the resident agent at such address is C T Corporation System (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: Six Faneuil Hall Marketplace, Boston, MA 02109

9. The mailing address for the limited liability company is: Six Faneuil Hall Marketplace, Boston, MA 02109

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By AMF 274051

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>
Samuel Ross	Six Faneuil Hall Marketplace, Boston, MA 02109
Lawrence H. Curtis	Six Faneuil Hall Marketplace, Boston, MA 02109
Michael T. Putziger	99 High Street, 20th Fl, Boston, MA 02110

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: 10/19/2001

Winn Managed Properties, LLC

Print Exact Name of Limited Liability Company Making Application

By



Signature of authorized person

Samuel Ross, Manager

October 19, 2001

State of Rhode Island and Providence Plantations
Office of the Secretary of State
Corporations Division
100 North Main Street
1st Floor
Providence, RI 02903-1335

RE: Letter of Consent to use Similar Name

Dear Sir/Madam:

I am a duly authorized officer of Winn Management Corporation. Winn Management Corporation hereby consents to the use of the name "Winn Managed Properties, LLC" by the entity filing the Application for Registration as a Foreign Limited Liability Company herewith (of which I am a Manager).

Thank you for your assistance in this matter.

Very truly yours,
Winn Management Corporation

By: 

Samuel Ross, Treasurer

October 19, 2001

State of Rhode Island and Providence Plantations
Office of the Secretary of State
Corporations Division
100 North Main Street
1st Floor
Providence, RI 02903-1335

RE: Letter of Consent to use Similar Name

Dear Sir/Madam:

I am a Manager of Winn Management Company LLC. Winn Management Company LLC hereby consents to the use of the name "Winn Managed Properties, LLC" by the entity filing the Application for Registration as a Foreign Limited Liability Company herewith (of which I am a Manager).

Thank you for your assistance in this matter.

Very truly yours,
Winn Management Company LLC

By: 

Samuel Ross, Manager

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WINN MANAGED PROPERTIES, 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 THIRTIETH DAY OF OCTOBER, A.D. 2001.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1418219

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DATE: 10-30-01