

Filing Fee: \$150.00

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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

FILED

AUG 17 2006

LIMITED LIABILITY COMPANY by AMF

36-08706

ARTICLES OF ORGANIZATION

RECEIVED
CORPORATIONS DIV
SECRETARY OF STATE
2006 AUG 17 AM 9:50

Pursuant to the provisions of Chapter 7-16 of the General Laws of Rhode Island, 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:

Proulx's Sunoco, LLC

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

2176 Mendon Road, Suite 2000 Cumberland, RI 02864
(Street Address, not P O Box) (City/Town) (Zip Code)

and the name of the resident agent at such address is Scott J. Partington, 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:

1047 Eddie Dowling Highway, North Smithfield, RI 02896

(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:

7. Management of the Limited Liability Company:

A. The limited liability company is to be managed by its members. *(If you have checked this box, go to item no. 8.)*

or

B. The limited liability company is to be managed by one (1) or more managers. *(If the limited liability company has managers at the time of the filing of these Articles of Organization, state the name and address of each manager.)*

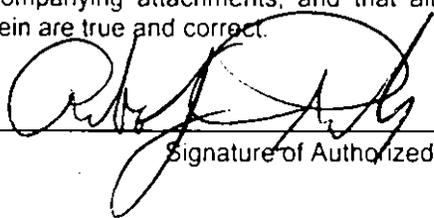
<u>Manager</u>	<u>Address</u>
Robert Proulx	573 High Street, Cumberland, RI 02864
_____	_____
_____	_____
_____	_____
_____	_____

8. 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: 8/11/06



Signature of Authorized Person