

Filing Fee: \$150.00

ID Number: 121689



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

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

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SECRETARY OF STATE  
CORPORATIONS DIV.  
DEC 12 11 54 AM '01

**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:

PHYL-TOP CRANSTON, LLC

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

10 Weybosset Street, Ste. 200 Providence, RI 02903  
(Street Address, not P.O. Box) (City/Town) (Zip Code)

and the name of the resident agent at such address is Michael R. Goldenberg  
(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:

Not determined

5. The limited liability company has the purpose of engaging in any business which a limited partnership may carry on except the provision of professional services as defined in Section 7-5.1-2, 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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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:

The purposes of the limited liability company are to develop, own, operate and lease

certain real estate and to engage in such other businesses and projects as the members

shall unanimously approve.

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>
Marc S. Atkin	141 Campanelli Dr., Braintree, MA 02184
Sheryl A. McKanas	141 Campanelli Dr., Braintree, MA 02184
Arnold Atkin	141 Campanelli Dr., Braintree, MA 02184

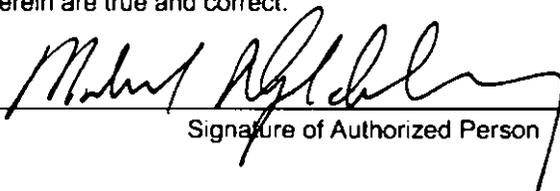
9. The date these Articles of Organization are to become effective, if later than the date of filing, is:

Upon filing of these Articles of Organization

(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 11, 2001

  
Signature of Authorized Person

PHYL-TOP, INC.  
145 Newport Avenue  
Pawtucket, RI 02861  
(401) 727-0800

Dec. 10, 2001

CORPORATIONS DIVISION  
Office of the Secretary of State  
100 NORTH MAIN STREET, 1ST FLOOR  
PROVIDENCE, RI 02903-1335

Ladies and Gentlemen:

Phyl-Top, Inc. hereby consents to the organization by Michael R. Goldenberg of a Rhode Island limited liability company under the name Phyl-Top Cranston, LLC.

Very truly yours,

PHYL-TOP, INC.

By Men S Otkin

Title: TRAS -

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