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State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
LIMITED LIABILITY COMPANY
APPLICATION FOR REGISTRATION
OF
Gansett Management Company, LLC

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-16-49 of the General Laws, 1956, as amended, the undersigned 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:

FIRST: The name of the limited liability company is
Gansett Management Company, LLC

SECOND: The name under which it proposes to register and transact business in Rhode Island is: Gansett Management Company, LLC

THIRD: It is organized under the laws of: Commonwealth of Massachusetts

FOURTH: The date of its organization is: March 4, 1997

FIFTH: The address of the registered office to be maintained in the state or jurisdiction under the laws of which it is organized is: c/o Quincy & Co., 40 William Street, Wellesley, MA 02181

SIXTH: The mailing address for the limited liability company is: c/o Richard P. Quincy, 40 William Street, Wellesley, MA 02181

SEVENTH: The name and address of its resident agent in Rhode Island is: Stephen M. Isherwood, Esq., Schreiber & Schreiber, 37 Soockanosset Cross Road, Cranston, RI 02920

EIGHTH: 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

Dated March 6, 1997

Gansett Management Company, LLC
[Exact Name of Limited Liability Company Making Application]

*By *Richard P. Quincy*
Richard P. Quincy
Its Manager

MAR 21 9 23 AM '97

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By 181590

*To be stamped in the number as required by the home state

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GANSETT MANAGEMENT COMPANY, LLC

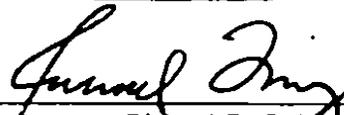
CERTIFICATE OF ORGANIZATION

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SECRETARY OF THE COMMONWEALTH
CORPORATIONS DIVISION

Pursuant to the provisions of the Massachusetts Limited Liability Company Act (the "Act") the undersigned hereby certifies as follows:

1. Tax Identification Number. A tax identification number for the LLC is being applied for but has not yet been obtained.
2. Name. The name of the limited liability company formed hereby (the "LLC") is Gansett Management Company, LLC.
3. Office. The address of the office of the LLC in the Commonwealth at which its records will be maintained is c/o Quincy & Co., 40 William Street, Wellesley, MA 02181.
4. General Character of Business. The purpose for which the LLC is organized is limited to acquiring and holding general partnership interests in one or more limited partnerships, each of which may acquire and own commercial property and to transact any and all lawful business, trade purpose or activity that is incident and necessary or appropriate to the foregoing.
5. Date of Dissolution. The latest date when the LLC is to be dissolved is December 31, 2058.
6. Agent for Services of Process. The name and address of the resident agent for service of process for the LLC is Richard P. Quincy, c/o Quincy & Co., 40 William Street, Wellesley, MA 02181.
7. Manager. The Manager of the LLC is Richard P. Quincy, whose business address is the same address as the LLC.
8. Execution of Documents. Richard P. Quincy is authorized to execute any documents to be filed with the Secretary of State of The Commonwealth of Massachusetts.
9. Execution of Documents Relating to Real Property. Richard P. Quincy is authorized to execute, acknowledge, deliver and record any recordable instrument on behalf of the LLC purporting to affect an interest in real property, whether to be recorded with a registry of deeds or a district office of the Land Court.

IN WITNESS WHEREOF, the undersigned hereby affirms under the penalties of perjury that the facts stated herein are true, this 3 day of March 1997.


Richard P. Quincy

COMMONWEALTH OF MASSACHUSETTS

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LIMITED LIABILITY COMPANY
(General Laws, Chapter 156C)

Filed this 4th day of March
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CLERK'S
SECRETARY'S OFFICE

William Francis Galvin

WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH

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CONFIDENTIAL

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
3/5/97
LTP

Richard Quinney

