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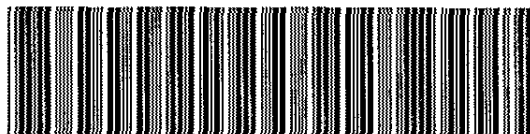
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Michael D. Chiumento  
Michael D. Chiumento III  
William J. Bosch  
Jay W. Livingston

# CHIUMENTO & ASSOCIATES

ATTORNEYS AT LAW P.A.

Telephone: (386)445-8900  
Fax: (386)447-1336  
Real Estate Fax: (386)445-6702

August 22, 2006

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Re: BAY STATE REALTY, LLC**

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Organization concerning Bay State Realty, LLC together with our firm's check in the amount of \$155.00 representing your filing fee. If all is in order, kindly file the Articles and return a certified copy of same to the undersigned.

Sincerely,

  
Brenda L. Digby  
Legal Assistant

bd  
Enc.

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**ARTICLES OF ORGANIZATION  
FOR  
BAY STATE REALTY, LLC  
a Florida Limited Liability Company**

The undersigned, an authorized representative of a Member, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company:

**ARTICLE I – NAME**

The name of this company shall be BAY STATE REALTY, LLC

**ARTICLE II – DURATION/CONTINUATION**

The period of this company's duration shall continue for a period of twenty-five years from the date hereof or until terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued with the consent of all the remaining members.

**ARTICLE III – ADDRESS OF PRINCIPAL OFFICE**

The street and mailing address is 208 Aspinwall Avenue, Unit B, Brookline, Massachusetts 02446.

**ARTICLE IV – REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent and office for this company is as follows: Chiumento & Associates, P.A., 4 Old Kings Road North, Suite B, Palm Coast, FL 32137

**ARTICLE V – MEMBERS**

The initial members of the limited liability company are as follows:

Peter Chen

108 Aspinwall Avenue, Unit B  
Brookline, MA 02446

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## **ARTICLE VI – ADMISSION OF ADDITIONAL MEMBERS**

Additional Members may be admitted upon the approval of all of the Members of the Company in the manner set forth in the regulations of this Company.

## **ARTICLE VII – MANAGEMENT**

The day-to-day affairs of the Company shall be managed by the Manager who shall be a member. Peter Chen is hereby designated to serve as the initial Manager. The Manager shall be the chief executive officer of the Company and shall have general management and direction of the business of the Company and all the powers ordinarily exercised by the chief executive officer of a company; provided, however, the Manager may not make any purchase, sale or make any commitment on behalf of the Company with a value in excess of Fifty Thousand Dollars (\$50,000.00) without the explicit consent of the Members. The Manager is hereby designated to serve as the Tax Matters Partner for federal tax purposes. The Tax Matters Partner shall be the chief financial officer of the Company and shall have general control and management of the financial affairs of the Company and all the powers ordinarily exercised by the treasurer of a company; provided, however, the Tax Matters Partner may not make any purchase, sale, or make any commitment on behalf of the Company with a value in excess of Fifty Thousand Dollars (\$50,000.00) without the explicit consent of the Members.

## **ARTICLE VIII – AMENDMENT**

Any amendments to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Chapter 608, Florida Statutes as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

## **ARTICLE IX – INDEMNIFICATION**

Each individual or entity who is or was a member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred by this Article shall not be inclusive of any other right which any person may have or hereafter acquire under any

statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member of officer existing at the time of such repeal or amendment.

#### **ARTICLE X – REGULATIONS OF COMPANY**

The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members.

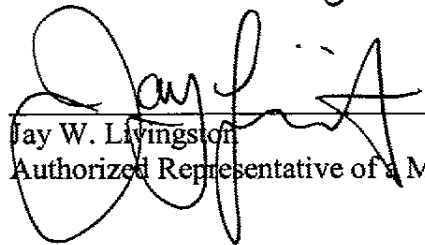
#### **ARTICLE XI – INFORMAL ACTION OF MEMBERS**

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting.

#### **ARTICLE XII – TRANSFER OF MEMBER'S INTEREST**

An interest of a Member in the Company may not be transferred or assigned unless all the remaining Members of the Company approve of such transfer or assignment by unanimous written consent.

IN WITNESS WHEREOF, the undersigned as an authorized representative of a Member has hereunto set his hand and seal this 23<sup>rd</sup> day of August 2006.

  
Jay W. Livingston  
Authorized Representative of a Member

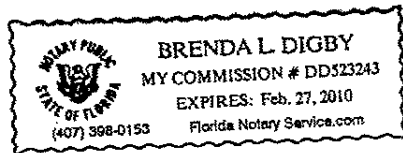
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STATE OF FLORIDA  
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Jay W. Livingston who is personally known to me or who produced a driver's license as identification, and who is described as an Authorized Representative of a Member in and who executed the foregoing Articles of Organization, and acknowledged before me that he subscribed to those Articles of Organization.

WITNESS my hand and official seal in the County and State named above this  
23<sup>rd</sup> day of August 2006.



Brenda L. Digby  
Notary Public, State of Florida  
My Commission Expires: 2/27/2010

Having been named as registered agent and to accept service of process for the above named limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Jay W. Livingston  
Chimento & Associates, P.A.  
By: Jay W. Livingston  
Registered Agent  
Date: August 23<sup>rd</sup>, 2006

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