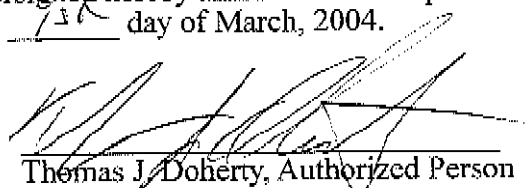


**HERRING BROOK MEADOW LLC
CERTIFICATE OF ORGANIZATION**

Pursuant to the provisions of the Massachusetts Limited Liability Company Act (the Act), the undersigned, desiring to organize a Massachusetts limited liability company, hereby certifies as follows:

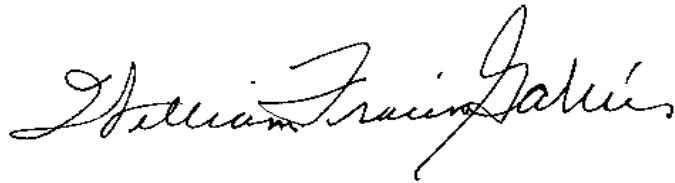
- 1. *Federal Employer Identification Number.* The limited liability company organized hereby has applied for (but not yet received) a federal employer identification number.
- 2. *Name of the Limited Liability Company.* The name of the limited liability company formed hereby is Herring Brook Meadow LLC (the "LLC").
- 3. *Office of the Limited Liability Company.* The address of the office of the LLC for purposes of Section 5 of the Act is 160 Federal Street, 22nd floor Boston, Massachusetts 02110.
- 4. *Business of the LLC.* The general character of the business of the LLC is to engage in the business of acquiring real estate, modifying the property acquired and resale of the property and all services and activities related thereto, and to engage in any activities directly or indirectly related or incidental thereto, and to carry on any lawful business, trade, purpose, or activity permitted by the Act.
- 5. *Date of Dissolution.* The LLC shall have no fixed date on which it shall dissolve.
- 6. *Agent for Service of Process.* The name and address of the resident agent for service of process for the LLC is Thomas J. Doherty, 160 Federal Street, 22nd floor Boston, Massachusetts 02110.
- 7. *Managers.* The LLC has two managers, whose names and addresses are as follows:
Thomas J. Doherty, 160 Federal Street, 22nd floor Boston, Massachusetts 02110
and
James Motzkin, c/o JRM, 265 Newbury Street, Peabody, MA 01960
- 8. *Execution of Documents (Secretary of the Commonwealth).* Any manager of the LLC is authorized to execute on behalf of the LLC any documents to be filed with the Secretary of State of the Commonwealth of Massachusetts.
- 9. *Execution of Recordable Instruments.* Any manager of the LLC is authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect an interest in real property.

IN WITNESS WHEREOF, the undersigned hereby affirms under the penalties of perjury that the facts stated herein are true, as of the 1st day of March, 2004.


Thomas J. Doherty, Authorized Person

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, prominent initial "W".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth