

D**The Commonwealth of Massachusetts****William Francis Galvin**

Secretary of the Commonwealth

One Ashburton Place, Room 1717, Boston, Massachusetts 02108-1512

Limited Liability Company**Certificate of Organization****(General Laws Chapter 156C, Section 12)**Federal Identification No.: Applied For

- (1) The exact name of the limited liability company:

SUN Initiative Financing LLC

- (2) The street address of the office in the commonwealth at which its records will be maintained:

Palladio Hall
56 Warren Street
Boston, MA 02119-3236

- (3) The general character of the business:

To (i) finance real estate transactions; (ii) acquire, own, lease, improve, maintain, mortgage, develop, operate, hold for investment, sell and otherwise manage interests in real property and other assets; (iii) engage in any business or activities related thereto or useful in connection therewith; and (iv) otherwise engage in any lawful act or activity for which limited liability companies may be formed under Massachusetts law.

- (4) Latest date of dissolution, if specified: _____

- (5) The name and street address, of the resident agent in the commonwealth:

NAME

Elyse D. Cherry

ADDRESS

Palladio Hall
56 Warren Street, Suite 300
Boston, MA 02119

- (6) The name and business address, if different from office location, of each manager, if any:

NAME

Patricia Hanratty

ADDRESS

Elyse D. Cherry

- (7) The name and business address, if different from office location, of each person in addition to manager(s) authorized to execute documents filed with the Corporations Division, and at least one person shall be named if there are no managers:

NAME

ADDRESS

- (8) The name and business address, if different from office location, of each person authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect an interest in real property recorded with a registry of deeds or district office of the land court:

NAME

ADDRESS

Patricia Hanratty

Elyse D. Cherry


- (9) Additional matters:

Signed by (by at least one authorized signatory):


Elyse D. Cherry, Manager

Consent of resident agent:

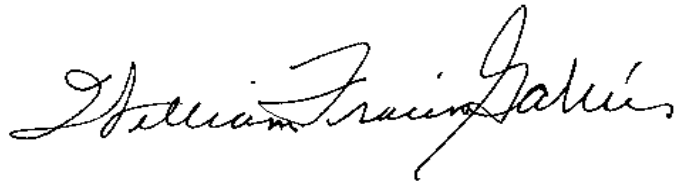
I Elyse D. Cherry


resident agent of the above limited liability company, consent to my appointment as resident agent pursuant to G.L. c 156C § 12"

*or attach resident agent's consent hereto.

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, stylized initial 'W'.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth