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COMMONWEALTH of MASSACHUSETTS
FOREIGN LIMITED LIABILITY COMPANY
CERTIFICATE of REGISTRATION

FILED

MAR 8 2001

FALL RIVER MARINE TERMINAL, LLC

SECRETARY OF THE COMMONWEALTH
CORPORATIONS DIVISION

Pursuant to the provisions of the Massachusetts Limited Liability Company Act (the "Act"), to do interstate, intrastate or foreign business as a foreign limited liability company in the Commonwealth of Massachusetts, the undersigned hereby certifies as follows:

1. **Name of Limited Liability Company.** The name of the limited liability company is FALL RIVER MARINE TERMINAL, LLC (the "LLC").
2. **Name under which the LLC proposes to register and do business in the Commonwealth.** FALL RIVER MARINE TERMINAL, LLC.
3. **Jurisdiction of Organization of LLC.** The LLC was formed under the laws of the Delaware.
4. **Date of Organization of LLC.** The LLC was formed on March 2, 2001.
5. **Federal Taxpayer Identification Number of LLC.** The LLC has applied for (but not yet received) a federal taxpayer identification number.
6. **Business Address of Principal Office of LLC.** The business address of its principal office is 1 New Street, Fall River, Massachusetts.
7. **Business Address of Principal Office of the LLC in Massachusetts.** The address of the office of the LLC in Massachusetts required to be maintained by Section 5 of the Act is 1 New Street, Fall River, Massachusetts.
8. **Name and Business Address of Resident Agent in Massachusetts.** The name and business address of the resident agent for the LLC in Massachusetts is Jay M. Cashman, 1 New Street, Fall River, Massachusetts.
9. **Business of the LLC.** The general character of the business of the LLC is to acquire by purchase or lease, own, use, hold, sell, convey, exchange, lease, mortgage, improve, develop, and otherwise handle, deal in, dispose and operate real estate of all kinds, improved or unimproved, and any interest or right therein, whether as principal, agent, broker, or otherwise, and to manage, operate, service, equip, furnish, alter, and keep in repair real and personal property of every kind, nature, and description, whether

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as principal, agent, broker, or otherwise; and to engage in any and all activities related thereto, and to carry on any lawful business, trade, purpose or activity.

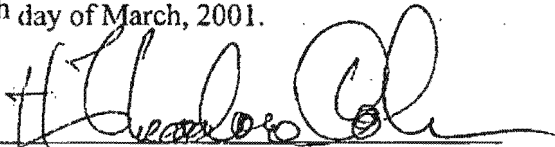
10. **Date of Dissolution.** The LLC is to have no specific date of dissolution.

11. **Name and Business Address of Manager.** At the time of formation of the LLC, its manager is Jay M. Cashman, 1 New Street, Fall River, Massachusetts.

12. **Execution of Documents.** Jay M. Cashman is authorized to execute any documents to be filed with the Secretary of State of the Commonwealth of Massachusetts.

13. **Execution of Documents Relating to Real Property.** Jay M. Cashman 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 7th day of March, 2001.


Theodore Cohen, Authorized Person

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Ck.#

The Commonwealth of Massachusetts
Limited Liability Company
(General Laws, Chapter 156C)

Filed this 8th day March, 2001.


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SECRETARY'S OFFICE

SECRETARY OF THE
CORPORATION DIVISION
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William Francis Galvin

WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH

Heegan, Klerkin & Parnis

21 Custom House St.

Boston, MA

Phone: D. Scrimator

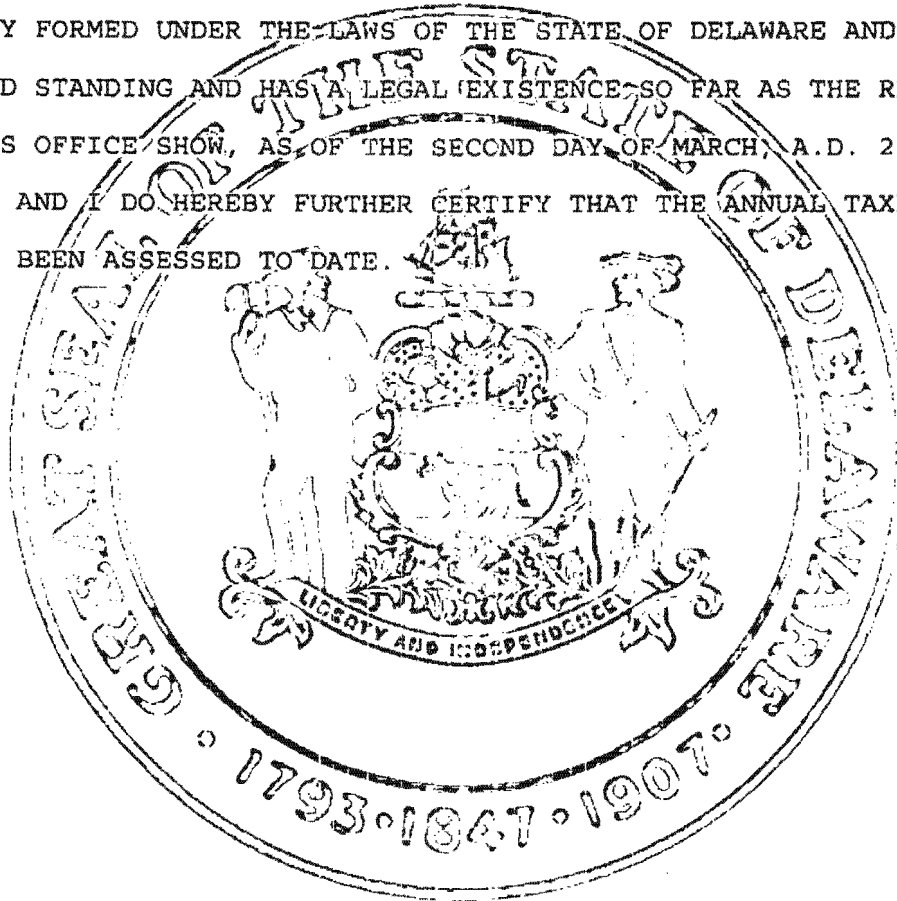
617-951-1354

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FALL RIVER MARINE TERMINAL, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF MARCH, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1001863

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DATE: 03-02-01