

ARTICLES OF ORGANIZATION
OF
LMG MASSACHUSETTS HOLDINGS INC.

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION (General Laws, Chapter 156B)

ARTICLE I

The exact name of the corporation is:

LMG Massachusetts Holdings Inc.

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

To engage exclusively in buying, selling, dealing in or holding securities on its own behalf and not as a broker pursuant to M.G.L.A. c. 63 § 38B.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of a separate 8 ½ x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

ARTICLE III

State the total number of shares and par value, if any, of each class of stock which the corporation is authorized to issue.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:	None	Common:	1,000	\$.01
Preferred:	None	Preferred:	None	None

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

Not applicable.

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

None.

ARTICLE VI

****Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:**

See attached Article VI(a).

****If there are no provisions state "None".**

Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

Article VI(a)

To the extent and in the manner provided in the by-laws, the Board of Directors may make, amend or repeal the by-laws in whole or in part, except with respect to any provision thereof which by law or by the by-laws requires action by the stockholders.

To the extent and in the manner provided in the by-laws, meetings of the stockholders may be held anywhere within the Commonwealth of Massachusetts or elsewhere in the United States.

The Corporation may enter into partnership agreements (general or limited) and joint ventures with any person, firm, association, or corporation engaged in carrying on any business in which the Corporation is authorized to engage, or in connection with carrying out all or any of the purposes of the Corporation.

ARTICLE VII

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

ARTICLE VIII

The information contained in Article VIII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is:

175 Berkeley Street, Boston, Massachusetts 02117

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:			
Treasurer:	See attached Article VIII(a).		
Clerk:			
Directors:			

c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of: December

d. The name and business address of the resident agent, if any, of the corporation is:

ARTICLE IX

By-laws of the corporation have been duly adopted and the president, treasurer, clerk and directors whose names are set forth above, have been duly elected.

Article VIII(a)

<u>Title</u>	<u>Name</u>	<u>Residence</u>	<u>Post Office Address</u>
President	Edmund F. Kelly	Weston, MA	175 Berkeley Street Boston, MA 02117
Vice President & Treasurer	Elliot J. Williams	Medford, MA	175 Berkeley Street Boston, MA 02117
Clerk	Barry S. Gilvar	Wayland, MA	175 Berkeley Street Boston, MA 02117
Directors	J. Paul Condrin, III	Walpole, MA	175 Berkeley Street Boston, MA 02117
	Edmund F. Kelly	Weston, MA	175 Berkeley Street Boston, MA 02117
	Christopher C. Mansfield	Dedham, MA	175 Berkeley Street Boston, MA 02117