

State of New Hampshire

Filing fee: \$50.00
Fee for Form SRA: \$50.00
Total fees \$100.00

Form LLC-1
RSA 304-C:12

Use black print or type.

Form must be single-sided, on 8½" x 11" paper;
double sided copies will not be accepted.

CERTIFICATE OF FORMATION NEW HAMPSHIRE LIMITED LIABILITY COMPANY

THE UNDERSIGNED, UNDER THE NEW HAMPSHIRE LIMITED LIABILITY COMPANY LAWS
SUBMITS THE FOLLOWING CERTIFICATE OF FORMATION:

FIRST: The name of the limited liability company is WAUKEWAN HOLDINGS, LLC

SECOND: The nature of the primary business or purposes are to acquire for investment, own, possess, hold,
operate, manage, sell, exchange, or lease real estate of every type and description.

THIRD: The name of the limited liability company's registered agent is Peter J. Minkow

and the **street address**, town/city (including zip code and post office box, if any) of its registered office is
(agent's business address) 4 Stevens Avenue, P.O. Box 235, Meredith, New Hampshire 03253

FOURTH: The latest date on which the limited liability company is to dissolve is not applicable

FIFTH: The management of the limited liability company is not vested in a manager or managers.

SIXTH: The sale or offer for sale of any ownership interests in this business will comply with the
requirements of the New Hampshire Uniform Securities Act (RSA 421-B).

*Signature: 

Print or type name: Waukewan Holdings Realty Trust, Peter J. Minkow, Trustee

Title: Member

(Enter "manager" or "member")

Date signed: October 16, 2007

*Must be signed by a **manager**; if no manager, must be signed by a **member**.

DISCLAIMER: All documents filed with the Corporate Division become public records and will be
available for public inspection in either tangible or electronic form.

Mail fees, DATED AND SIGNED ORIGINAL AND FORM SRA
of State, 107 North Main Street, Concord NH 03301-4989.

State of New Hampshire
LLC - Certificate of Formation 3 Page(s)



T0729210042

WESCOTT, MILLHAM & DYER, LLP

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(603) 528-2122

SENDER'S E-MAIL
jpgiere@wmdlayers.com

October 17, 2007

Concord Search & Retrieval
10 Ferry Street, Suite 418
Concord, NH 03302

VIA FEDERAL EXPRESS

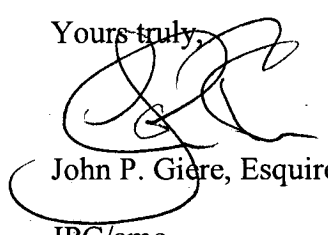
Peter J. Minkow, Esquire
Minkow & Mahoney Mullen, P.A.
PO Box 235
4 Stevens Ave., Suite 3
Meredith, NH 03253

RE: Waukewan Holdings, LLC

To Whom It May Concern:

Wescott Millham & Dyer, LLP gives its written consent to Peter J. Minkow to use the name Waukewan Holdings, LLC and to file documents relative to Waukewan Holdings, LLC.

Yours truly,



John P. Giere, Esquire

JPG/amc

Form SRA – Addendum to Business Organization and Registration Forms
Statement of Compliance with New Hampshire Securities Laws

Part I – Business Identification and Contact Information

Business Name: Waukewan Holdings, LLC

Business Address (include city, state, zip): c/o 4 Stevens Avenue, P.O. Box 235, Meredith, NH 03253

Telephone Number: (603) 279-6511 E-mail: _____

Contact Person: Peter J. Minkow

Contact Person Address (If Different): _____

Part II – Check ONE of the following items in Part II. If more than one item is checked, the form will be rejected.
[PLEASE NOTE: Most small businesses registering in New Hampshire qualify for the exemption in Part II, Item 1 below. However, you must insure that your business meets all of the requirements spelled out in A), B), and C)]:

1. ☒ Ownership interests in this business are exempt from the registration requirements of the state of New Hampshire because the business meets ALL of the following three requirements:
 - A) This business has 10 or fewer owners; and
 - B) Advertising relating to the sale of ownership interests has not been circulated; and
 - C) Sales of ownership interests – if any – will be completed within 60 days of the formation of this business.
2. _____ This business will offer securities in New Hampshire under another exemption from registration or will notice file for federal covered securities. Enter the citation for the exemption or notice filing claimed - _____.
3. _____ This business has registered or will register its securities for sale in New Hampshire. Enter the date the registration statement was or will be filed with the Bureau of Securities Regulation - _____.
4. _____ This business was formed in a state other than New Hampshire and will not offer or sell securities in New Hampshire.

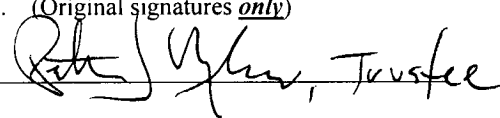
Part III – Check ONE of the following items in Part III:

1. _____ This business is not being formed in New Hampshire.
2. ☒ This business is being formed in New Hampshire and the registration document states that any sale or offer for sale of ownership interests in the business will comply with the requirements of the New Hampshire Uniform Securities Act.

Part IV – Certification of Accuracy

(NOTE: The information in Part IV must be certified by: 1) all of the incorporators of a corporation to be formed; or 2) an executive officer of an existing corporation; or 3) all of the general partners or intended general partners of a limited partnership; or 4) one or more authorized members or managers of a limited liability company; or 5) one or more authorized partners of a registered limited liability partnership or foreign registered limited liability partnership.)

I (We) certify that the information provided in this form is true and complete. (Original signatures only)

Name (print): Peter J. Minkow, Trustee Signature: 

Name (print): _____ Signature: _____

Name (print): _____ Signature: _____

Date: October 16, 2007