

Filing and License Fee: \$230.00 minimum

ID Number: \_\_\_\_\_



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

**BUSINESS CORPORATION**

**ARTICLES OF INCORPORATION**

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.2 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is RAY'S AUTO CLINIC, INC.

(This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended.) (Strike if inapplicable)

2. The total number of shares which the corporation has authority to issue is:

(a) If only one class: Total number of shares 8,000

or

(b) If more than one class: Total number of shares of each class \_\_\_\_\_

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:

3. The address of the initial registered office of the corporation is 2 WILLIAMS STREET  
(Street Address, not P.O. Box)

PROVIDENCE, RI 02903 and the name of its initial registered agent  
(City/Town) (Zip Code)

at such address is SCOTT A. RITCH, ESQ.  
(Name of Agent)

4. The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.

5. Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.

**FILED**

FEB 19 2008

By 050152

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EXHIBIT A

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
OFFICE OF THE SECRETARY OF STATE

BUSINESS CORPORATION

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ARTICLES OF INCORPORATION

**RAY'S AUTO CLINIC, INC.**

ARTICLE SIXTH:

The shareholders shall have no preemptive right as of the date of incorporation; provided, however, that any provisions dealing with the preemptive right of shareholders pursuant to R.I. Gen. Laws § 7-1.2-613 which the Corporation may wish to adopt subsequent to incorporation shall be set forth in the Bylaws from time to time, as amended.

The shares represented by the stock certificate(s) of the Corporation are subject to and transferable on the books of the Corporation only upon compliance with the provisions of the stock restrictions applicable thereto in Article VII of the Corporation's Bylaws which include, without limitation, satisfaction of certain Rights of First Refusal with respect to the Corporation and other shareholders.

The internal affairs of the Corporation shall be regulated by the Bylaws of the Corporation, as from time to time amended.



# State of Rhode Island and Providence Plantations

**A. Ralph Mollis**

*Secretary of State*

## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly  
executed in accordance with the provisions of Title 7 of the General Laws  
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

*Secretary of State*

