

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 02904-2515

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 Fayben Management Corp.

(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 100,000 shares of Common Capital Stock without par value

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 222 Jefferson Boulevard, Suite 200

(Street Address, not P.O. Box)

Warwick

, RI 02888

and the name of its initial registered agent

(City/Town)

(Zip Code)

at such address is Corporation Service Company

(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 20 2009

By

081512

12:04

RECEIVED
FEB 20 2009
12:04

6. Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

See the following attached pages for additional provisions:

Attachment to paragraph #6, pages (a), (b) and (c).

7. The name and address of each incorporator is:

Name

Address

Sheldon M. Woolf, Sole Incorporator

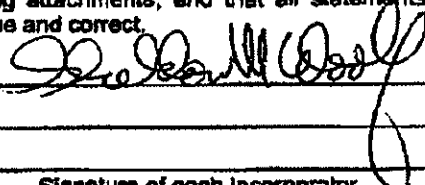
264 Indian Trail, Cummaguid, MA 02637

P.O. Box 1138, Barnstable, MA 02630

8. These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing Effective Upon Filing

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: February 19, 2009



Signature of each Incorporator

ATTACHMENT 6

The following provisions are hereby established 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, if any, and stockholders:

The corporation may be a partner in any business enterprise which the corporation has power to conduct by itself.

Meetings of stockholders may be held anywhere in the United States as shall be determined from time to time by the president or the directors, if any, and stated in the notice of the meeting.

Any action to be taken at a stockholders' meeting may be taken without a meeting if the action is taken by shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting.

The board of directors, if any, is authorized from time to time, in its discretion, to make, amend or repeal the by-laws, in part or in whole, except with respect to any provision thereof which by law or the by-laws requires action by the stockholders.

Except as specifically authorized by statute, no stockholder shall have any right to examine any property or any books, accounts, or other writings of the corporation if there is reasonable ground for belief that such examination will for any reason be adverse to the interests of the corporation, and a vote of the directors, if any, refusing permission to make such examination and setting forth that in the opinion of the directors, if any, such examination would be adverse to the interests of the corporation shall be prima facie evidence that such examination would be adverse to the interests of the corporation. Every such examination shall be subject to such reasonable regulations as the directors, if any, may establish in regard thereto.

The corporation may enter into contracts and otherwise transact business as vendor, purchaser or otherwise with its directors (if any), officers and stockholders and with corporations, joint stock companies, trusts, firms and associations in which they are or may be or become interested as directors (if any), officers, shareholders, members trustees, beneficiaries or otherwise as freely as though such adverse interest did not exist even though the vote, action or presence of such director, if any, officer or stockholder may be necessary to obligate the corporation upon such contract or transaction; and no such contract or transaction shall be avoided and no such director (if any), officer or stockholder shall be held liable to account to the corporation or to any creditor or stockholder of the corporation for any profit or benefit realized by him through any such contract or transaction by reason of such adverse interest nor by reason of any fiduciary relationship of such director (if any), officer or stockholder to the corporation arising out of such office or stock ownership; provided (in the case of directors (if any) and officers but not in the case of any stockholder who is not a director or officer of the corporation) the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be known by or disclosed to the directors, if any. Ownership of or beneficial interest in a minority of the stock or securities of another corporation, joint stock company, trust, firm or association shall not be deemed to constitute an interest adverse to this corporation in such other

corporation, joint stock company, trust, firm or association and need not be disclosed. A general notice that a director or officer of the corporation is interested in any corporation, joint stock company, trust, firm or association shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with that corporation, joint stock company, trust, firm or association. In any event the authorization or ratifying vote of a majority of the capital stock of the corporation outstanding and entitled to vote passed at a meeting duly called and held for the purposes shall validate any such contract or transaction as against all stockholders of the corporation, whether of record or not at the time of such vote, and as against all creditors and other claimants, under the corporation, and no contract or transaction shall be avoided by reason of any provision of this paragraph which would be valid but for these provisions.

Each director (if any) or officer of the corporation shall, in the performance of his duties, be fully protected in relying in good faith upon the books of account of the corporation, reports made to the corporation by and of its officers or employees or by counsel, accountants, appraisers or other experts or consultants selected with reasonable care by the directors or officers of the corporation or upon other records of the corporation. Without limiting the generality of the foregoing, no director or officer of the corporation shall be liable to any person on account of any action undertaken by him as such director or officer in reliance in good faith upon information, opinions, reports or records including financial statements, books of account and other financial records, in each case presented by or prepared by or under the supervision of (1) one or more officers or employees of the corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented, or (2) legal counsel, public accountants or other persons as to matters which the director or officer reasonably believes to be within such person's professional or expert competence, or (3) in the case of a director, if any, a duly constituted committee of the board of directors upon which he does not serve, as to matters within its delegated authority, which committee the director reasonably believes to merit confidence.

No director of the corporation shall be personally liable to the corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director; provided, however, that to the extent provided by applicable law this provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for violation of any laws of Rhode Island restricting or limiting distribution to shareholders, or (iv) for any transaction in connection with which such director derived an improper personal benefit. No amendment or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Each officer or director or former officer or director of the corporation, and each person who shall, at the corporation's request, have served as an officer or director of another corporation or as a trustee, partner or officer of a trust, partnership or association, and each person who shall, at the corporation's request, have served in any capacity with respect to any employee benefit plan, whether or not then in office or then serving with respect to such employee benefit plan, and the heirs, executors, administrators, successors and assigns of each of them shall be indemnified by the corporation against all liabilities, costs and expenses, including amounts paid in satisfaction of judgments, in compromise and/or as fines or penalties and fees

and disbursements of counsel, imposed or reasonably incurred by him or them in connection with or arising out of any action, suit, or proceeding, civil or criminal, in which he or they may be involved, or incurred in anticipation of any action, suit or proceeding, by reason of his being or having been such officer, trustee, partner or director or by reason of any alleged act or omission by him in such capacity or in serving with respect to any employee benefit plan, including the cost of reasonable settlement (other than amounts paid to the corporation itself) made with a view to curtailment of costs of litigation. Such indemnification may include payment by the corporation of expenses incurred in defending any such action, suit, or proceeding in advance of the final disposition thereof, upon receipt of any undertaking by the person indemnified to repay such payment if he shall be adjudicated to be not entitled to indemnification under this Article, which undertaking may be accepted by the corporation without reference to the financial ability of such person to make repayment. The foregoing rights of indemnification shall not be exclusive of other rights to which any such director, officer, trustee, partner or person serving with respect to any employee benefit plan may be entitled as a matter of law. These indemnity provisions shall be separable, and if any portion thereof shall be finally adjudged to be invalid, such invalidity shall not affect any other portion which can be given effect.

The corporation shall not, however, indemnify any such person, or his heirs, executors, administrators, successors, or assigns, with respect to any matter as to which he shall be finally adjudged in any such action, suit, or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation, or to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan.

The board of directors or shareholders may purchase and maintain insurance on behalf of any person who is or was a director, officer, trustee, partner, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, trustee, partner, employee or other agent of another corporation, association, trust or partnership against any liability incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability.

The terms and conditions upon which a sale or exchange of all the property and assets, including the good will of the corporation, or any part hereof, is voted may include the payment therefor in whole or in part, in shares, notes, bonds or other certificates of interest or indebtedness of any voluntary association, trust, joint stock company or corporation. Such vote or a subsequent vote may in the event of or in contemplation of proceedings for the dissolution of the corporation also provide, subject to the rights of creditors and preferred stockholders, for the distribution pro rata among the stockholders of the corporation, of the proceeds of any such sale or exchange whether such proceeds be in cash or in securities as aforesaid (at values to be determined by the directors, if any, or the shareholders).

Action required as permitted by the laws of Rhode Island to be taken at a stockholders' meeting may be taken by written consent action without a meeting by less than all shareholders entitled to vote on the action if shareholders having not less than the minimum number of votes necessary to take the action execute one or more written consents that describe the action taken.