

Filing and License Fee: \$230.00 minimum

ID Number: 153820

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

CITY PERSONNEL, 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

One Thousand (1,000) Shares

(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

40 Water Fall Way, Cranston, RI 02921

and the name of its initial registered agent at such address is

Deven Apajee

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 08 2006

KMC
m9036

FILED - 3 PM 2:54

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 Addendum Attached hereto and made a part hereof.

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Deven Apajee	40 Water Fall Way, Cranston, RI 02921

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.

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

Signature of Incorporator

Date: FEB 6th 2006



Deven Apajee

CITY PERSONNEL, INC.
Addendum To Articles of Organization

6.

A. Sale of Stock / Corporation Option to Purchase No present or future stockholder of the Corporation or his executor, administrator or personal representative shall encumber or dispose of any stock of the Corporation which he or she now owns or may hereinafter acquire, except as follows:

1. Any stockholder may transfer any part or all of such stock by testate direction or intestate distribution at the time of his or her death to or for the benefit of any person or persons, or by gift to, or in trust for the benefit of any person or persons, or in trust for the benefit of himself, his or her spouse, parent or parents or any descendant he or she may have. In the case of any such transfer, the legatees, heirs, next of kin, donees, or other such transferees shall receive and hold such stock subject to the restrictions on encumbrance and disposition set forth herein.

2. Any stockholder who desires to sell all or any part of such stock shall first offer such stock for sale, in writing, to the corporation at the same price and upon the same terms offered to the stockholder by a bona fide prospective purchaser of such shares. The Corporation shall have the option for ten (10) days after its receipt of such written offer to accept it. If, within the ten (10) day period, the Corporation shall fail to accept the offer in its entirety, its option hereunder shall terminate. Thereupon, the stockholder who wants to sell all or part of his or her stock shall make the same offer he or she made to the Corporation, in writing, to all of the other stockholders of the Corporation, and shall give written notice of such offer to all of the other stockholders. Such other stockholders shall have thirty (30) days after their receipt of such written offer to accept it in whatever proportions they shall, among themselves, agree. Then each stockholder who desires to accept such offer shall have the right to purchase such a fraction of the shares of stock computed as follows:

a. The numerator of the fraction shall be the number of the shares of stock of the Corporation then owned by such stockholder who desires to accept such offer;

b. The denominator of such fraction shall be the number of all the shares of stock then owned by all of the stockholders who desire to accept the offer.

B. Limitation of Director Liability A director of this corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, notwithstanding any provision of laws imposing such liability, except for liability (i) for any breach of the director's duty of loyalty to the corporation or stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the provisions of the Rhode General Laws or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this provision 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.

C. Indemnification

1. The corporation shall, to the fullest extent permitted by the applicable provisions of Rhode Island General Laws, indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was, or has agreed to become, a director or officer of the corporation, or is or was serving, or has agreed to serve, at the request of the corporation, as a director or officer of, or in a similar capacity with, another organization or in any capacity with respect to any employee benefit plan of the corporation, or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorney fees), judgments, fines and amounts paid in settlement incurred by him or on his behalf in connection with such action, suit or proceeding and any appeal there from, unless such person shall be finally adjudicated in 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 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.

2. Notwithstanding any foregoing provisions, in the event that a pending or threatened action, suit or proceeding is comprised or settled in a manner which imposes any liability or obligation upon any person in a matter for which such person would otherwise be entitled to indemnification hereunder, no indemnification shall be provided to such person with respect to such matter if it is determined, on the basis of facts known at that time (without independent investigation), that such person did not act in good faith in the reasonable belief that his action was in the best interests of the corporation or, to the extent 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.

3. Indemnification may include payment by the corporation of expenses in defending an action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person indemnified to repay such payment if it is ultimately determined that such person is not entitled to indemnification hereunder, which undertaking may be accepted without reference to the financial ability of such person to make such repayment.

4. Any determination of whether a person is entitled to indemnification as herein provided shall be made by (a) a majority vote of a quorum of the directors of the corporation consisting of persons who are not at that time parties to the action, suit or proceeding in question ("disinterested directors"), (b) if no such quorum is obtainable, a majority vote of a committee of two or more disinterested directors, (c) a majority vote of a quorum of the outstanding shares of stock entitled to vote for directors which quorum shall consist of stockholders who are not at that time parties to the action, suit or proceeding in questions, (d) independent legal counsel (who may be regular legal counsel to the corporation) appointed for such purpose by vote of the directors in the manner specified in clause (a) or (b) above, or (e) a court of competent jurisdiction.

5. The corporation shall not indemnify any such person seeking indemnification in connection with a proceeding (or any part thereof) initiated by such person unless the initiation thereof was approved by the Board of Directors of the corporation.

6. The indemnification rights provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any law, agreement or vote of stockholders or disinterested directors or otherwise, and (ii) shall inure to the benefit of the heirs, executors and administrators of such persons. The corporation may, to the extent authorized from time to time by its Board of Directors, grant indemnification rights to other employees or agents of the corporation or other persons serving the corporation and such rights may be equivalent to, or greater or less than, those set forth herein.

D. Other Provisions

1. The directors may make, amend, or repeal the Bylaws in whole or in part, except with respect to any provision of such Bylaws which by law or these Articles or the Bylaws requires action by the stockholders.

2. Meetings of the stockholders of the corporation may be held anywhere in the United States.

3. The corporation shall have the power to be a partner in any business enterprise which this corporation would have the power to conduct by itself.

4. The corporation, by vote of a majority of the stock outstanding and entitled to vote thereon may, pursuant to Rhode Island General Laws, authorize any amendment to its Articles of Organization; (ii) authorize the sale, lease or exchange of all or substantially all of its property and assets, including its goodwill, and (iii) approve an agreement of merger or consolidation.