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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
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Providence, Rhode Island 02904-2615
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CORPORATIONS DIV
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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 GCI Acquisition 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 the authority to issue is:

(a) *If only one class:* Total number of shares 75,000

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:

One Citizens Plaza, 8th Floor

(Street Address, not P.O. Box)

Providence

(City/Town)

, RI 02903

(Zip Code)

and the name of its initial registered agent at

such address is Adler Pollock & Sheehan P.C.

(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.

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By JPB 133484

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 Exhibit A attached hereto and made a part hereof.

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Sarah T. Dowling	One Citizens Plaza, 8th Floor, Providence, RI 02903

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 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: December 20, 2010

Sarah T Dowling

Signature of each Incorporator

GCI Acquisition Corp.

Exhibit A to the Articles of Incorporation

- (a) Action by the stockholders pursuant to Rhode Island General Laws, (1956), as amended (RIGL), § 7-1.2-707(b) is hereby authorized.
- (b) No director or stockholder undertaking to exercise the responsibilities of a director shall have personal liability to the corporation or to its stockholders for monetary damages for breach of such director's or stockholder's duty as a director or, in the case of a stockholder, duty as a person undertaking to exercise the responsibilities of a director; provided that this provision shall not eliminate or limit the liability of such director or stockholder for: (i) any breach of such director's or stockholder's duty of loyalty to the corporation or its stockholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) liability imposed pursuant to the provisions of RIGL § 7-1.2-811; or (iv) any transaction from which such director or stockholder derived an improper personal benefit (unless said transaction is permitted by RIGL § 7-1.2-807).
- (c) The corporation need not hold an annual meeting of shareholders unless one or more shareholders delivers written notice to the corporation requesting a meeting at least thirty (30) days before the meeting date stated or fixed in accordance with the bylaws of the corporation.



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. RALPH MOLLIS

Secretary of State

