



State of Rhode Island and Providence Plantations
Office of the Secretary of State

Fee: \$230.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Business Corporation
Articles of Incorporation**

(Chapter 7-1.2- of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is TurlyTag, Inc.

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

ARTICLE II

The total number of shares which the corporation has authority to issue is:
(Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.)

Class of Stock	Par Value Per Share	Total Authorized Shares <i>Number of Shares</i>
CNP	\$0.0000	74,000,000.00

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:

PURSUANT TO THE RHODE ISLAND BUSINESS CORPORATION ACT § 7-1.2-602, THE BOARD OF DIRECTORS IS HEREBY EXPRESSLY AUTHORIZED TO ISSUE ONE OR MORE CLASSES OF SHARES, INCLUDING ONE OR MORE CLASSES OF COMMON SHARES, OR ONE OR MORE SERIES OF SHARES WITHIN ANY CLASS THEREOF, ANY OR ALL OF WHICH CLASSES OR SERIES OF SHARES MAY BE CERTIFICATED OR UNCERTIFICATED, WITH PAR VALUE OR WITHOUT PAR VALUE, AND WHICH CLASSES OR SERIES MAY HAVE SUCH VOTING POWERS, FULL OR LIMITED, OR NO VOTING POWERS, AND SUCH DESIGNATIONS, PREFERENCES AND RELATIVE, PARTICIPATING, OPTIONAL OR OTHER SPECIAL RIGHTS, AND QUALIFICATIONS, LIMITATIONS OR RESTRICTIONS THEREOF AS ARE STATED AND EXPRESSED IN THESE ARTICLES OF INCORPORATION OR ANY AMENDMENT THERETO, OR IN THE RESOLUTION OR RESOLUTIONS PROVIDING FOR THE ISSUE OF SUCH SHARES ADOPTED BY THE BOARD OF DIRECTORS PURSUANT TO THE AUTHORITY HEREBY EXPRESSLY VESTED IN IT TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE III

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: 124 FREEMAN PARKWAY
City or Town: PROVIDENCE

State: RI Zip: 02906

The name of its initial registered agent at such address is SETH PRICE

ARTICLE IV

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.

ARTICLE V

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

1) THE DIRECTORS MAY MAKE, AMEND OR REPEAL THE BYLAWS IN WHOLE OR IN PART, EXCEPT WITH RESPECT TO ANY PROVISION THEREOF WHICH BY LAW OR THE BYLAWS REQUIRES ACTION BY THE STOCKHOLDERS.

2) PURSUANT TO THE RHODE ISLAND BUSINESS CORPORATION ACT § 7-1.2-707, STOCKHOLDERS MAY TAKE ACTION BY WRITTEN CONSENT OF A MAJORITY OF STOCKHOLDERS WITHOUT PRIOR NOTICE AND WITHOUT A VOTE, IF A CONSENT OR CONSENTS IN WRITING, SETTING FORTH THE ACTION SO TAKEN, SHALL BE SIGNED BY THE HOLDERS OF STOCK HAVING NOT LESS THAN THE MINIMUM NUMBER OF VOTES THAT WOULD BE NECESSARY TO AUTHORIZE OR TAKE SUCH ACTION AT A MEETING AT WHICH ALL SHARES ENTITLED TO VOTE THEREON WERE PRESENT AND VOTED AND SHALL BE DELIVERED TO THE CORPORATION BY DELIVERY TO ITS REGISTERED OFFICE, BY HAND OR BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED OR TO THE CORPORATION'S PRINCIPAL PLACE OF BUSINESS OR TO THE OFFICER OF THE CORPORATION HAVING CUSTODY OF THE MINUTE BOOK WITHIN 60 DAYS OF THE DATE OF THE FIRST SIGNATURE.

3) THE PURCHASE OR OTHER ACQUISITION OR RETENTION BY THE CORPORATION OF SHARES OF ITS OWN CAPITAL STOCK SHALL NOT BE DEEMED A REDUCTION OF ITS CAPITAL STOCK. UPON ANY REDUCTION OF CAPITAL OR CAPITAL STOCK, NO STOCKHOLDER SHALL HAVE ANY RIGHT TO DEMAND ANY DISTRIBUTION FROM THE CORPORATION, EXCEPT AS AND TO THE EXTENT THAT THE STOCKHOLDERS SHALL HAVE PROVIDED AT THE TIME OF AUTHORIZING SUCH REDUCTION.

4) A DIRECTOR OF THE CORPORATION SHALL NOT BE LIABLE TO THE CORPORATION OR ITS STOCKHOLDERS FOR MONETARY DAMAGES FOR BREACH OF THE DIRECTOR'S DUTY AS A DIRECTOR, EXCEPT TO THE EXTENT THAT ELIMINATION OF LIABILITY IS NOT PERMITTED UNDER THE LAWS OF THE STATE OF RHODE ISLAND AS IN EFFECT AT THE TIME SUCH LIABILITY IS DETERMINED. NO AMENDMENT OR REPEAL OF THIS ARTICLE V 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 OMISSION OF SUCH DIRECTOR OCCURRING PRIOR TO SUCH AMENDMENT OR APPEAL.

ARTICLE VI

The name and address of the each incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	ALAN HARRY ROTH ESQ	OUTSIDE GC LLC, 176 FEDERAL ST. BOSTON, MA 02110 USA

ARTICLE VII

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.

Later Effective Date:

Signed this 13 Day of January, 2011 at 11:24:10 AM by the incorporator(s). *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.2.*

ALAN HARRY ROTH ESQ

Form No. 100
Revised 09/07

© 2007 - 2011 State of Rhode Island and Providence Plantations
All Rights Reserved



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

