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State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION  
100 NORTH MAIN STREET  
PROVIDENCE, RI 02903

Corp. I.D. #

175000

BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is 165 DEAN KNAUSS

REALTY HOLDING, INC.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) Perpetual

THIRD. The purpose or purposes for which the corporation is organized are:

A. To operate as a realty holding company and to derive rental or lease income.

B. To transact any lawful business for which corporations may be incorporated under the Rhode-Island Business Corporation Act and to have all the powers conferred upon corporations organized under the Rhode-Island Business Corporation Act.

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FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares 600 Shares No par Common.

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

*Six Hundred Shares have been issued:  
Three Hundred shares were issued to James E. Coady,  
Three Hundred shares were issued to BRIAN FIELDING.*

(b) *If more than one class:* Total number of shares .....

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

*Agreement as to disposal of Stocks:  
James E. Coady cannot dispose of his shares unless he first offers his shares for sale to Brian Fielding. If Brian Fielding so refuses to purchase, James E. Coady's shares would then be purchased by the Corporation.  
Similarly, were Brian Fielding to sell his shares, he must first offer to sell to James E. Coady; if James E. Coady refuses to buy, then the corporation would buy Brian's shares.*

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

SEVENTH. The address of the initial registered office of the corporation is 165 DEAN KNAUSS DRIVE, NARRAGANSETT, R.I. (add Zip Code) 02882. and the name of its initial registered agent at such address is: JAMES E. COADY.

Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is TWO and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
<u>Brian Fielding, Director</u> <u>and President</u>	<u>164 Knowles Way Extension</u> <u>NARRAGANSETT, R.I. 02882</u>
<u>James E. Coady, Director,</u> <u>Treasurer &amp; Secretary</u>	<u>110 Conanicus Rd.</u> <u>NARRAGANSETT, R.I. 02882</u>

NINTH. The name and address of each incorporator is:

Name	Address
<u>BRIAN FIELDING</u>	<u>164 Knowles Way Extension</u> <u>NARRAGANSETT, R.I. 02882</u>
<u>JAMES E. COADY</u>	<u>110 CONANICUS RD.</u> <u>NARRAGANSETT, R.I. 02882</u>

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

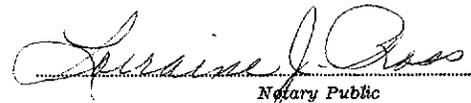
DECEMBER 20, 1993

Dated ✓ Dec. 15, 1993

James E. Coady  
 Signature of each incorporator  
 Brian U. Fielding

STATE OF RHODE ISLAND }  
COUNTY OF Providence } In the City of Chepachet  
Town }  
in said county this 15<sup>th</sup> day of December, A.D. 1993  
then personally appeared before me Brian Fielding  
+ James E. Coady

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

  
Notary Public

LORRAINE J. ROSS  
NOTARY PUBLIC  
MY COMMISSION EXPIRES JUNE 27, 1995