

Filing and License Fee: \$230.00 minimum

ID Number: 164403



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 Alpha Dog Development Incorporated

(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

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 21 Garden City Drive
(Street Address, not P.O. Box)

Cranston, RI 02920 and the name of its initial registered agent
(City/Town) (Zip Code)

at such address is David H. Ferrara
(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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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, Exhibit A

Multiple horizontal lines for additional provisions.

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Phillip Rich	69 Sea Breeze Drive, North Kingstown, RI 02852

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/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: June 8, 2007

[Handwritten Signature]

Signature of each Incorporator

ADDENDUM
ARTICLES OF INCORPORATION

Exhibit A

"Article 6:

Elimination of Stockholders' Liability

A stockholder of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of the stockholder's duty insofar as such stockholder exercises the powers normally vested in the board of directors as permitted by Section 1701 of the Rhode Island Business Corporation Act.

In exercising any such powers under Section 1701 of the Rhode Island Business Corporation Act, such stockholders shall also be indemnified in the manner and to the extent permitted by Section 814 of the Rhode Island Business Corporation Act, as amended.

If the Rhode Island Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a stockholder of the Corporation shall be eliminated or limited to the fullest extent permitted by the Rhode Island Business Corporation Act.

Any repeal or modification of this ARTICLE SIXTH by the Corporation shall not adversely affect any right or protection of a stockholder of the Corporation existing at the time of such repeal or modification."