

Filing and License Fee: \$310.00 minimum

ID Number: 142835



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Matthew A. Brown

Corporations Division

100 North Main Street

Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is HARBOR MORTGAGE SOLUTIONS, INC.
2. It is incorporated under the laws of MASSACHUSETTS
3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

4. The date of its incorporation is MARCH 29, 1991 and the period of its duration is INDEFINITE
5. The address of its principal office in the state or country under the laws of which it is incorporated is 100 GRANDVIEW ROAD, SUITE 105, BRAINTREE, MA 02184 - 21686
6. The address of its proposed registered office in Rhode Island is 1177 GREENWICH AVENUE  
(Street Address, not P.O. Box)  
WARWICK, RI 02886 and the name of its proposed registered agent in Rhode Island at  
(City/Town) (Zip Code)  
that address is JOSEPH J. DE ANGELIS, INC., ATTORNEY AT LAW  
(Name of Agent)

7. The specific purpose or purposes, which it proposes to pursue in the transaction of business in Rhode Island are:

MORTGAGE BROKERAGE AND LENDING

8. The names and respective addresses of the directors and officers are:

Name

Director

Director

President

Vice President

Treasurer

Secretary

GEORGE A. DOWNEY

GEORGE A. DOWNEY

GEORGE A. DOWNEY

84 BROAD REACH, UNIT 501, WEYMOUTH, MA 02191

84 BROAD REACH, UNIT 501, WEYMOUTH, MA 02191

84 BROAD REACH, UNIT 501, WEYMOUTH, MA 02191

FILED  
AUG 18 2004  
By M41487  
Address

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
<u>200,000</u>	<u>COMMON</u>		<u>NO PAR VALUE</u>
<u>100,000</u>	<u>PREFERRED</u>		<u>\$1.00</u>

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
<u>1,000</u>	<u>COMMON</u>		<u>NO PAR VALUE</u>
<u>79,323</u>	<u>PREFERRED</u>		<u>\$1.00</u>

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 150,000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.00.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0.00 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 1,000,000.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 50,000.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 5% % [divide (b) by (a) and multiply by 100 to obtain the percentage].
13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 8-6-04

HARBOR MORTGAGE SOLUTIONS, INC.  
Print Exact Name of Corporation Making Application

By George A. Donney  
☒ President or ☐ Vice President (check one)

By George A. Donney AND  
☒ Secretary or ☐ Assistant Secretary (check one)

COMMONWEALTH  
STATE OF Massachusetts  
COUNTY OF NORFOLK

In BRAINTREE, on this 6TH day of AUGUST, 2004, before me personally appeared GEORGE A. DONNEY who, being duly sworn, declared that he/she is the PRESIDENT of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

David Hall  
Notary Public  
My Commission Expires: 10/27/04

024-7100-

# The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE  
MICHAEL J. CONNOLLY, Secretary  
ONE ASHBURTON PLACE, BOSTON, MASSACHUSETTS 02108

## ARTICLES OF AMENDMENT General Laws, Chapter 156B, Section 72

FEDERAL IDENTIFICATION  
NO. 04-3121807  
00055283

Attest I, George A. Downey

, President/Vice President, and  
Clerk/Assistant Clerk of

HARBOR MORTGAGE SOLUTIONS, INC.

(EXACT of Corporation)

located at One Constitution Plaza, Boston, Massachusetts 02129  
(MASSACHUSETTS Address of Corporation)

do hereby certify that these ARTICLES OF AMENDMENT affecting Articles NUMBERED: 3-4

(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended hereby)

of the Articles of Organization were duly adopted at a meeting held on Dec. 10 1991, by  
vote of:

1,000 shares of common out of 1,000 shares outstanding,  
type, class & series, (if any)

       shares of        out of        shares outstanding, and  
type, class & series, (if any)

       shares of        out of        shares outstanding,  
type, class & series, (if any)

CROSS OUT being at least a majority of each type, class or series outstanding and entitled to vote  
thereon -

INAPPL. ~~being at least a majority of each type, class or series outstanding and entitled to vote~~  
CABLE ~~thereon -~~  
CLAUSE ~~being at least a majority of each type, class or series outstanding and entitled to vote~~  
~~thereon -~~

C ☐  
P ☐  
M ☐  
R.A. ☐

- For amendments adopted pursuant to Chapter 156B, Section 70.
- For amendments adopted pursuant to Chapter 156B, Section 71.

Note: If the space provided under any Amendment or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left-hand margin of at least 1 inch for binding. Additions to more than one amendment may be continued on a single sheet so long as each Amendment requiring each such addition is clearly indicated.

7  
P.C.

To **CHANGE** the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

The total presently authorized is:

**WITHOUT PAR VALUE STOCKS**

TYPE	NUMBER OF SHARES
COMMON.....	200,000.....
PREFERRED.....	-0-.....

**WITH PAR VALUE STOCKS**

TYPE	NUMBER OF SHARES	PAR VALUE
COMMON.....	-0-.....	.....
PREFERRED.....	-0-.....	.....

**CHANGE** the total authorized to:

**WITHOUT PAR VALUE STOCKS**

TYPE	NUMBER OF SHARES
COMMON.....	200,000.....
PREFERRED.....	-0-.....

**WITH PAR VALUE STOCKS**

TYPE	NUMBER OF SHARES	PAR VALUE
COMMON.....	-0-.....	.....
PREFERRED.....	100,000.....	1.00.....

See Rider A attached.

#### RIDER A

1. Designation and Number of Shares. The Corporation is hereby authorized to issue from time to time a total of 100,000 shares (collectively the "Preferred Shares") to be designated Preferred Stock, with a par value \$1.00 per share (the "Preferred Stock"), having the preferences, qualifications, rights, and privileges hereinafter set forth.

2. Fiscal Year. The term "Fiscal Year" means a 12-month period beginning on the first day of March and ending with the last day of February while any Preferred Shares are outstanding.

3. Voting. Except as specifically required by law, the Preferred Shares shall not entitle the holder thereof to any vote whatsoever, and such holders shall not be entitled to notice of, or participation in, the meetings of the stockholders of the Corporation.

#### 4. Dividends.

4.1. General Obligation (Cumulative). Dividends shall accrue on each Preferred Share cumulatively during each Fiscal Year on a daily basis while such Share is outstanding at the rate of 12% per annum of the par value thereof. If there are profits, surplus or other funds of the Corporation then legally available for the payment thereof, dividends accrued on Preferred Shares shall be paid to the holders thereof as and to the extent declared by the Board of Directors of the Corporation.

4.2. Non-Participating. Except as provided in Section 4.1 hereof, the Preferred Shares shall not be entitled to any dividends.

4.3 Unpaid Dividends. Dividends accrued on Preferred Shares pursuant to Section 4.1 hereof during any Fiscal Year, and not paid or declared pursuant to Section 4.1 above, shall accumulate.

4.4 Distribution of Partial Dividend Payments. All payments of dividends upon the Preferred Shares will be distributed among the holders thereof so that an equal amount is paid with respect to each outstanding Preferred Share.

4.5 Other Dividends and Distributions. During any calendar year while any Preferred Shares are outstanding, no dividend or other distribution will be paid, or declared and set apart for payment, on the shares of any class of stock of the Corporation other than the Preferred Stock, nor will any shares of any class of stock other than the Preferred Stock be purchased, redeemed or otherwise acquired for value by the Corporation or any subsidiary of the Corporation, unless all dividends payable during such calendar year on the Preferred Shares shall have been declared and paid pursuant to Section 4.1 hereof.

5. Call.

5.1 Right of Corporation. Corporation shall have the right, at its sole option, at any time upon thirty days written notice to the then holder of any or all of said shares of Preferred Stock, according to the books and records of the Corporation, to redeem any or all of said shares of Preferred Stock at par value plus any accumulated and unpaid dividends to the date of said redemption. In the event that the Corporation elects to redeem any amount of said shares of Preferred Stock less than all of the then issued and outstanding shares, said redemption shall be on a pro rata basis.

6. Liquidation.

6.1 Liquidation Preference. Upon any liquidation, dissolution, or winding-up of the Corporation, the holders of Preferred Shares will be entitled to be paid, before any distribution or payment is made upon any other shares of capital stock of the Corporation, an amount in cash equal to the total of the par value of all Preferred Shares then outstanding, plus an amount equal to any unpaid dividend on the Preferred Shares accrued during the then current Fiscal Year. All such payments, whether or not they are sufficient to pay the full par value of each outstanding Preferred Share, will be distributed among such holders so that an equal amount (rounded off to the nearest whole cent) is paid with respect to each outstanding Preferred Share.

6.2 Notice. The Corporation shall mail written notice to each holder of Preferred Shares, at his address shown on the stock transfer records of the Corporation, of such liquidation, dissolution or winding-up, not less than 60 days prior to the payment date stated therein.

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 1548, Section 6 of The General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date. EFFECTIVE DATE 12/10/91

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereunto signed our names this 10th day of December, in the year 1991.

George A. Downey  
George A. Downey

President/Vice President

George A. Downey  
George A. Downey

Clerk/Assistant Clerk



SECRETARY OF  
THE COMMONWEALTH  
1992 MAR -6 PM 2:58  
REGISTRATION DIVISION

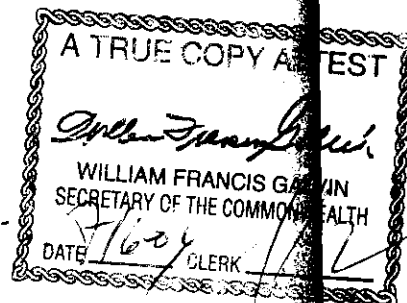
387450

1049

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT  
GENERAL LAWS, CHAPTER 156B, SECTION 72

I hereby approve the within articles of amendment and, the filing fee in the  
amount of \$ 200 - having been paid, said articles are deemed to have  
been filed with me this 4TH day of MARCH  
1992



*Michael J. Connolly*

MICHAEL J. CONNOLLY  
Secretary of State

TO BE FILLED IN BY CORPORATION

PHOTOCOPY OF ARTICLES OF AMENDMENT TO BE SENT

TO: Herbert Lemelman, Esquire  
ROSEN SALOMON & LEMELMAN  
One Boston Place  
Suite 3225  
Boston, Massachusetts 02108

Telephone: (617) 723-2525

# The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE  
MICHAEL J. CONNOLLY, Secretary  
ONE ASHBURTON PLACE, BOSTON, MASSACHUSETTS 02108

## ARTICLES OF ORGANIZATION

(Under G.L. Ch. 156B)

### ARTICLE I

The name of the corporation is:

HARBOR MORTGAGE SOLUTIONS, INC.

### ARTICLE II

The purpose of the corporation is to engage in the following business activities:

See Article II attached hereto.

64  
Examiner

Name  
Approved

C  
P  
M  
R.A.

☐  
☒  
☐  
☐  
☐

9  
P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

### ARTICLE III

The type and classes of stock and the total number of shares and par value, if any, of each type and class of stock which the corporation is authorized to issue is as follows:

#### WITHOUT PAR VALUE STOCKS

TYPE	NUMBER OF SHARES
COMMON:	200,000
PREFERRED:	

#### WITH PAR VALUE STOCKS

TYPE	NUMBER OF SHARES	PAR VALUE
COMMON:		
PREFERRED:		

### ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established with any class.

None.

### ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are as follows:

See Article V attached hereto.

### ARTICLE VI

Other lawful provisions, if any, for the conduct and regulation of business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders: (If there are no provisions state "None".)

See Article VI attached hereto.

Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

## ARTICLE II

To provide, arrange for, sell, and otherwise deal in computer programs of every nature and description and computer services of every nature and description, and any and all services ancillary thereto; and

to subscribe for, purchase, or otherwise acquire, underwrite, obtain an interest in, own, hold, pledge, hypothecate, create security interests in, assign, deposit, create trusts with respect to, sell, exchange, or otherwise dispose of and generally deal in and with securities of every kind and description of any government, state, territory, district, municipality, or other political or governmental division or subdivision, body politic, corporation, association, partnership, firm trustee, syndicate, individual, combination, organization, or entity whatsoever located in or organized under the laws of any part of the world, including (without limiting the generality of the foregoing) stocks, shares, voting trust certificates, bonds, mortgages, debentures, notes, land trust certificates, warrants, rights, scrip, commercial paper, choses in action, evidences of indebtedness, certificates of interest or other obligations or other securities of any nature howsoever evidenced; to acquire or become interested in any such securities by original subscription, underwriting, participation in syndicates, or otherwise and irrespective of whether or not such securities are fully paid or subject to further payments or assessments; to exercise any and all rights, powers and privileges of individual ownership or interest in respect of any such securities, including the right to vote thereon and otherwise act with respect thereto, and to promote, manage, participate in, and act as agent for any underwriting, purchase or selling syndicate or group and otherwise to take part in and assist, in any legal manner, by guaranty or otherwise, the purchase, sale, or distribution of any such securities; to market and sell investment programs of all nature and types; to promote, finance, aid and assist, financially or otherwise any body politic, corporation, association, partnership, firm, trustee, syndicate, individual, combination, organization or other entity, located in or organized under the laws of any part of the world; to collect and receive agent or brokerage fees and commissions; to purchase, lease, or otherwise acquire, take over, hold, sell, liquidate, or otherwise dispose of the business and properties, of every kind, of corporations, associations partnerships, firms, trustees, syndicates, individuals, combinations, organizations, and other entities located in or organized under the laws of any part of the world; to continue, alter, extend, and develop their business, assume their liabilities, guarantee or become surety for the performance of their obligations, reorganize their capital, and participate in any way in their affairs, and to take over as a going concern and to continue in its own name any business so acquired; and to act as financial, commercial, special or general agent or representative of bodies of politic, corporations, associations, partnerships, firms, trustees, syndicates, individuals, combinations, organizations, and other entities located in or organized under the laws of any part of the world.

To perform all actions authorized by the laws of the Commonwealth of Massachusetts and M.C.L. c. 156 and 156B.

(al#2/downey.art)



CONTINUATION SHEET V.A

5


5.0 The restrictions imposed by the Articles of Organization upon the transfer of shares of stock of any class are as follows:

5.1 Any stockholder, including the heirs, assigns, executors or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him or them, shall first offer it to the corporation through the board of directors in the following manner:

5.2 He shall notify the directors of his desire to sell or transfer by notice in writing, which notice shall contain the price at which he is willing to sell or transfer and the name of one arbitrator. The directors shall within thirty days thereafter either accept the offer, or by notice to him in writing name a second arbitrator, and these two arbitrators shall name a third arbitrator. It shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator.

5.3 After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the directors shall have thirty days within which to purchase the same at such valuation, but if at the expiration of thirty days, the corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the same in any manner he may see fit.

5.4 No shares of stock shall be sold or transferred on the books of the corporation until these provisions have been complied with, but the board of directors may in any particular instance waive the requirement.



CONTINUATION SHEET VI.A

6

6.0 Other lawful provisions for the conduct and regulation of the business affairs of the corporation, for its voluntary dissolution, or for limiting, defining or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders are as follows:

6.1 The directors may make, amend or repeal the by-laws in whole or in part, except with respect to any provision thereof which by-law or by-laws require action by the stockholders.


6.2 Meetings of the stockholders may be held anywhere in the United States of America.

6.3 No stockholder shall have any right to examine any property or any books, accounts, or other writings of the corporation if there is reasonable ground for belief that such examination will for any reason be adverse to the interests of the corporation, and a vote of the directors refusing permission to make such examination and setting forth that in the opinion of the directors, such examination would be adverse to the interests of the corporation, shall be prima facie evidence that such examination would be adverse to the interest of the corporation. Every such examination shall be subject to such reasonable regulations as the directors may establish in regard thereto.

6.4 The directors may specify the manner in which the accounts of the corporation shall be kept and may determine what constitutes net earnings, profits, capital and surplus, what amounts, if any, shall be reserved for any corporate purpose, and what amounts, if any, shall be declared as dividends or otherwise distributed. 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 so provided at the time of authorizing such reduction.

6.5 Each director and officer of the corporation shall, in the performance of his duties, be fully protected in relying in good faith upon the books of account of the corporation, reports made to the corporation by any of its officers or employees or by counsel, accountants, appraisers or other experts or consultants selected with reasonable care by the directors, or upon other records of the corporation.

6.6 The directors shall have the power to fix from time to time their compensation. No person shall be disqualified from holding any office by reason of any interest. In the absence of




fraud, each director, officer and stockholder of this corporation individually, and each individual having any interest in any concern which is a stockholder of this corporation, and each concern in which any such director, officer, stockholder or individual has any interest, may be a party to, or may have a pecuniary or other interest in, any contract, transaction or other act of this corporation, and

(1) such contract, transaction or act shall not be in any way invalidated or otherwise affected by that fact; and

(2) no such director, officer, stockholder or individual shall be liable to account to this corporation for any profit or benefit realized through any such contract, transaction or act; provided however, that any contract, transaction or act in which any director or officer of this corporation is so interested individually or as a director, officer, trustee or member of any concern which is not a subsidiary or affiliate of this corporation, or, in which any directors or officers are so interested as holders, collectively, of a majority of shares of capital stock or other beneficial interest at the time outstanding in any concern which is not a subsidiary or affiliate of this corporation, shall be duly authorized or ratified by a majority of the directors who are not so interested and to whom the nature of such interest has been disclosed, which majority shall constitute a quorum of the directors for such purpose.

As used in this Article 6.6, the term "interest" means personal interest and interest as a director, officer, stockholder, shareholder, trustee, member or beneficiary of any concern; the term "concern" means any corporation, association, trust, partnership, firm, person or other entity other than this corporation; and the term "subsidiary or affiliate" means any concern which owns a majority of the outstanding stock of this corporation or in which a majority of the directors, trustees, partners or controlling persons are directors or officers of this corporation or are elected or appointed by the directors of this corporation.


To the extent permitted by law, the authorizing or ratifying vote of a majority in interest of each class of the capital stock of this corporation outstanding and entitled to vote for directors at an annual meeting or a special meeting duly called for the purpose (whether such vote is passed before or after judgment rendered in a suit with respect to such contract, transaction or act) shall validate any contract, transaction or act of this corporation, or of the board of directors or any committee thereof; provided, however, that with respect to the authorization or ratification of contracts, transactions or acts in which any of the directors, officers or stockholders of this corporation have an



interest, the nature of such contracts, transactions or acts and the interest of any director, officer or stockholder therein shall be summarized in the notice of any such annual or special meeting, or in a statement or letter accompanying such notice, and shall be fully disclosed at any such meeting. Stockholders so interested may vote at any such meeting. Any failure of the stockholders to authorize or ratify such contract, transaction or act shall not be deemed in any way to invalidate the same or to deprive this corporation, its directors, officers or employees of its or their right to proceed with such contract, transaction or act.

No contract, transaction or act shall be avoided by reason of any provision of this Article 6.6 which would be valid but for those provisions.

6.7 The corporation may be a partner in any business enterprise which it would have the power to conduct by itself.





## ARTICLE VII

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

The information contained in ARTICLE VIII is NOT a PERMANENT part of the Articles of Organization and may be changed ONLY by filing the appropriate form provided therefor.

## ARTICLE VIII

a. The post office address of the corporation IN MASSACHUSETTS is: **One Constitution Plaza  
Boston, MA 02129**

b. The name, residence and post office address (if different) of the directors and officers of the corporation are as follows.

	NAME	RESIDENCE	POST OFFICE ADDRESS
President:	George A. Downey	377 Canton Avenue Milton, MA 02187	One Constitution Plaza Boston, MA 02129
Treasurer:	George A. Downey	Same	Same
Clerk:	George A. Downey	Same	Same
Directors:	George A. Downey	Same	Same

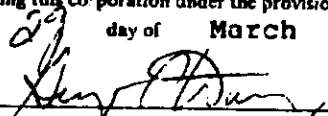
c. The fiscal year of the corporation shall end on the last day of the month of: **December**

d. The name and BUSINESS address of the RESIDENT AGENT of the corporation, if any, is:

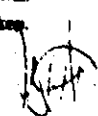
## ARTICLE IX

By-laws of the corporation have been duly adopted and the president, treasurer, clerk and directors whose names are set forth above, have been duly elected.

IN WITNESS WHEREOF and under the pains and penalties of perjury, I, WE, whose signature(s) appear below as incorporator(s) and whose names and business or residential address(es) ARE CLEARLY TYPED OR PRINTED beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Laws Chapter 156B and do hereby sign these Articles of Organization as incorporator(s) this 29 day of **March** 19 **91**

  
George A. Downey

NOTE: If an already-existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.



SECRET

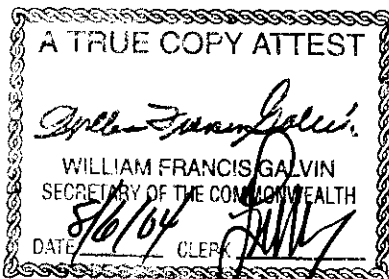
THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION  
GENERAL LAWS, CHAPTER 156B, SECTION 12

I hereby certify that, upon an examination of these articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles, and the filing fee in the amount of \$ 20.00 having been paid, said articles are deemed to have been filed with me this 3rd day of April 19 91

Effective date

MICHAEL J. CONNOLLY  
Secretary of State



**FILING FEE:** 1/10 of 1% of the total amount of the authorized capital stock, but not less than \$200.00. For the purpose of filing, shares of stock with a par value less than one dollar or no par stock shall be deemed to have a par value of one dollar per share.

**PHOTOCOPY OF ARTICLES OF ORGANIZATION TO BE SENT**

Herbert Lemelman, Esq.

BONIN ZALCMAN & LEMELMAN  
One Boston Place, Suite 3225  
Boston, MA 02108

(617) 723-2525

Telephone: