

Filing Fee \$150.00

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. # 74017

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 AUDETTE, BAZAR & GONZALEZ, INC.

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

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

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

To render professional services by persons authorized to practice law in the State of Rhode Island pursuant to and in accordance with Sections 7-5.1-1 through 7-5.1-12 of the General Laws of Rhode Island of 1956, as amended.

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By _____

847 AM

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

8,000

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

(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.)

No par value

or

(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:

The transferability of any shares of the corporation shall be restricted pursuant to the terms of a Shareholders Agreement by and among the corporation and all of its shareholders, as in effect from time to time, a copy of which is on file at the principal office of the corporation.

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

See Exhibit A attached hereto

SEVENTH. The address of the initial registered office of the corporation is Summit West, 300 Centerville Rd., Warwick, RI 02886 (add Zip Code) and the name of its initial registered agent at such address is: Dean G. Robinson, Esq.


Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is three (3) 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.)

<i>Name</i>	<i>Address</i>
Robert P. Audette	1481 Wampanoag Trail, E. Providence, RI
David N. Bazar	1481 Wampanoag Trail, E. Providence, RI
Roberto Gonzalez	1481 Wampanoag Trail, E. Providence, RI

NINTH. The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
Dean G. Robinson	Summit West, 300 Centerville Road Warwick, RI 02886

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

Upon the filing of these Articles of Incorporation

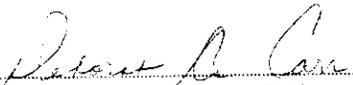
Dated April 6, 19 95


Signature of each incorporator

STATE OF RHODE ISLAND } In the City } of Warwick
COUNTY OF KENT } ~~PROVIDENCE~~ }

in said county this _____^{6th} day of April, A.D. 19 95
then personally appeared before me Dean G. Robinson

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

Deborah A. Carr - Notary Public
My Commission Expires: June 23, 1995

EXHIBIT A

Article SIXTH: No director of the Corporation shall be liable to the Corporation or to its stockholders for monetary damages for breach of the director's duty as a director; provided, however, that this Article SIXTH shall not eliminate or limit the liability of a director: (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) the liability imposed pursuant to the provisions of R.I.G.L. Section 7-1.1-43 (as in effect or as hereafter amended); or (iv) for any transaction from which the director derived an improper personal benefit unless said transaction is permitted by R.I.G.L. Section 7-1.1-37.1 (as in effect or as hereafter amended). If the Rhode Island General Laws are amended after the adoption of this Article SIXTH to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of each director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Rhode Island General Laws, as so amended. Neither the amendment nor repeal of this Article SIXTH nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article SIXTH shall eliminate or reduce the effect of this Article SIXTH in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article SIXTH, would occur or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ACORD. INSURANCE BINDER

DATE (MM/DD/YY)
04/21/95

THIS BINDER IS A TEMPORARY INSURANCE CONTRACT, SUBJECT TO THE CONDITIONS SHOWN ON THE REVERSE SIDE OF THIS FORM.

PRODUCER HERBERT L. EMERS, INC 18 IMPERIAL PLACE PO BOX 9005 PROVIDENCE, RI 02940-9005	PHONE (A/C, No, Ext):	COMPANY TWIN CITY FIRE INSURANCE	BINDER # AJF-10
		DATE EFFECTIVE 04/10/95	TIME 12:01
		TIME X AM PM	DATE EXPIRATION 04/10/96
			TIME X 12:01 AM NOON

THIS BINDER IS ISSUED TO EXTEND COVERAGE IN THE ABOVE NAMED COMPANY PER EXPIRING POLICY #:

CODE:	SUB CODE:	DESCRIPTION OF OPERATIONS/VEHICLES/PROPERTY (Including Location) LAWYER'S PROFESSIONAL LIABILITY
AGENCY CUSTOMER ID: ATT043		
INSURED Audette, Bazar & Gonzalez 1481 Wampanoag Trail East Providence, RI 02915-		

COVERAGES		LIMITS		
TYPE OF INSURANCE	COVERAGE/FORMS	AMOUNT	DEDUCTIBLE	COINS %
PROPERTY CAUSES OF LOSS <input type="checkbox"/> BASIC <input type="checkbox"/> BROAD <input type="checkbox"/> SPEC				
GENERAL LIABILITY <input type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input checked="" type="checkbox"/> CLAIMS MADE <input type="checkbox"/> OCCUR <input type="checkbox"/> OWNER'S & CONTRACTOR'S PROT <input checked="" type="checkbox"/> LAWYER'S PROFESSIONAL	RETRO DATE FOR CLAIMS MADE:	GENERAL AGGREGATE	\$ 500,000	
		PRODUCTS - COMP/OP AGG	\$	
		PERSONAL & ADV INJURY	\$	
		EACH OCCURRENCE	\$ 500,000	
		FIRE DAMAGE (Any one fire)	\$	
		MED EXP (Any one person)	\$	
AUTOMOBILE LIABILITY <input type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> NON-OWNED AUTOS		COMBINED SINGLE LIMIT	\$	
		BODILY INJURY (Per person)	\$	
		BODILY INJURY (Per accident)	\$	
		PROPERTY DAMAGE	\$	
		MEDICAL PAYMENTS	\$	
		PERSONAL INJURY PROT	\$	
		UNINSURED MOTORIST	\$	
			\$	
AUTO PHYSICAL DAMAGE DEDUCTIBLE <input type="checkbox"/> COLLISION: _____ <input type="checkbox"/> OTHER THAN COL: _____	<input type="checkbox"/> ALL VEHICLES <input type="checkbox"/> SCHEDULED VEHICLES	ACTUAL CASH VALUE		
		STATED AMOUNT	\$	
		OTHER		
GARAGE LIABILITY <input type="checkbox"/> ANY AUTO		AUTO ONLY - EA ACCIDENT	\$	
		OTHER THAN AUTO ONLY:		
		EACH ACCIDENT	\$	
		AGGREGATE	\$	
EXCESS LIABILITY <input type="checkbox"/> UMBRELLA FORM <input type="checkbox"/> OTHER THAN UMBRELLA FORM	RETRO DATE FOR CLAIMS MADE:	EACH OCCURRENCE	\$	
		AGGREGATE	\$	
		SELF-INSURED RETENTION	\$	
WORKER'S COMPENSATION AND EMPLOYER'S LIABILITY		STATUTORY LIMITS		
		EACH ACCIDENT	\$	
		DISEASE - POLICY LIMIT	\$	
		DISEASE - EACH EMPLOYEE	\$	

SPECIAL CONDITIONS/ OTHER COVERAGES

NAME & ADDRESS		MORTGAGEE	ADDITIONAL INSURED
		LOSS PAYEE	
		LOAN #	
		AUTHORIZED REPRESENTATIVE 