

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 02903-1335

Corp. I.D. #

98392

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

FILED

DEC 31 1997

98392

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.

Dec 31 11 20 AM '97

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 Taubman Law Offices, Ltd.

(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:

Professional service corporation engaging in the practice of law, including but not limited to, judicial and administrative proceedings, mediation and arbitration, and for all other lawful purposes.

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

(a) *If only one class:* Total number of shares1,000.....

(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.

Class A

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:

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

Corporation may elect under Section 1244 of the Internal Revenue Code and as a Subchapter S corporation.

SEVENTH: The address of the initial registered office of the corporation is Addison House, High Street, Block Island, RI 02807 (add Zip Code) and the name of its initial registered agent at such address is: Elliot Taubman


Signature of registered agent

EIGHTH: The number of directors constituting the initial board of directors of the corporation is1..... 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 |
|----------------|--------------------------------------|
| Elliot Taubman | High St., P.O. Box 277, Block Island |
| | |
| | |
| | |
| | |
| | |

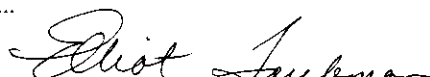
NINTH: The name and address of each incorporator is:

| Name | Address |
|----------------|--------------------------------------|
| Elliot Taubman | High St., P.O. Box 277, Block Island |
| | |
| | |
| | |
| | |
| | |

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

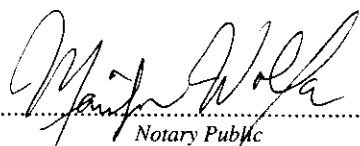
..... January 1, 1998

Dated December 30, 1997


Signature of each incorporator

STATE OF RHODE ISLAND } City
COUNTY OF Washington } In the } of New Shoreham
Town }
in said County this 30th day of December, A.D. 1997
then personally appeared before me Elliot Taubman

.....
.....
each and all known to me and known by me to be the party executing the foregoing instrument,
and he severally acknowledged said instrument by him subscribed to be his free act and
deed.


.....
Notary Public
My Commission Expires: 9/10/01

| | | | | |
|---|--|--|---------------------------|-----------|
| POLICY NO. LP71028 | | POLICY DECLARATIONS | | 25-Feb-97 |
| NAME AND ADDRESS OF AGENCY | | INSURANCE COMPANY | | |
| 617 482-3100 Aon Risk Services Inc. Of Mass. 99 High Street Boston, MA 02110 | | TWIN CITY FIRE c/o First State Management Group 150 Federal Street Boston, MA 02110 | | |
| NAME AND MAILING ADDRESS OF INSURED | | | | |
| ELLIOT TAUBMAN FIRE #348 ADDISON HOUSE HIGH ST BLOCK ISLAND, RI 02807 | | LP65287 | POLICY TYPE | |
| | | Lawyers Professional | | |
| Item 1. | | Item 2. | POLICY PERIOD (INCEPTION) | |
| | | 02/17/97 | TO | 02/17/98 |
| | | 12:01 AM standard time at the address of Named Insured as stated herein. | | |
| LAWYERS PROFESSIONAL LIABILITY POLICY | | | | |

- ITEM 3. LIMITS OF LIABILITY \$500,000 ALL CLAIMS ARISING OUT OF THE SAME, RELATED OR CONTINUING PROFESSIONAL SERVICES.
- \$1,000,000 AGGREGATE
- ITEM 4. DEDUCTIBLE AMOUNT \$5,000
(includes claims expenses)
- ITEM 5. PREMIUM SCHEDULE

| CLASSIFICATION | NUMBER | PREMIUM |
|--------------------|--------|------------|
| Lawyers | 1 | \$4,109.00 |
| Public Official(s) | | |
| Title Agent(s) | 1 | INCLUDED |
| Title Agency | | |
| TOTAL PREMIUM | | \$4,109.00 |

- ITEM 6. POLICY AND ENDORSEMENT FORM NUMBERS: XP00560395 XP00110992
 XP21011092 XP27030195 XP99101092 XP01011092 XP99011092
 XP27041195 XP01171296 XP20021092 XP02020193

THIS IS A CLAIMS - MADE POLICY • PLEASE READ IT CAREFULLY

XP00110992

COUNTERSIGNED BY:

AUTHORIZED SIGNATURE