

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. # 94201

BUSINESS CORPORATION

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 CREANEY ASSOCIATES, 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:

To engage in the business of a travel agency including offering for sale, directly, indirectly, at wholesale or retail, travel services for individuals or groups. Travel services include, but are not limited to car rentals, transfers, lodging and all other services related to air, sea, rail, motorcoach or other transportation; and all other purposes which a corporation may engage in the State of Rhode Island.

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BY [Signature] 182572

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

(a) *If only one class:* Total number of shares 1000 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.)

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:

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Article No. Fifth - Pre-emptive clause. The stock of this corporation shall be issued subject to the condition that if the holder of a share, or shares of stock of this corporation, desires to sell or transfer the same, said stockholder shall first offer in writing his said stock to the corporation at its fair market value, and in the event the offeror and the corporation shall not agree as to the fair market value thereof, then, in that event, the fair market value for purposes of the contemplated sale shall be determined by an independent certified public accountant agreed upon between the parties. The corporation shall have ninety (90) days after the determination of the purchase price to purchase said stock, and upon tender by the corporation or by the purchasing stockholder of the purchase price, as determined above, to the selling stockholder, the selling stockholder shall assign his said stock to the purchaser. In the event of failure of the corporation either to purchase or to find a stockholder willing to purchase said stock within said period of ninety (90) days, the selling stockholder shall thereafter be free to sell or transfer said stock to any person. In the event the selling stockholder shall not transfer said stock within six (6) months from the time the corporation or a stockholder thereof fails to purchase said stock, before selling or transferring the same, the stockholder must reoffer the stock to the corporation. Nothing herein contained, however, shall limit the right of a stockholder to dispose of stock by a testamentary document, or affect the transfer of ownership of stock from a decedent stockholder to his next-of-kin under the provisions of the statutes of descent and inheritance.

SIXTH: Provisions (if any) for the regulation of the internal affairs of the corporation: **None**

SEVENTH: The address of the initial registered office of the corporation is 800 Aquidneck Avenue, Middletown, RI 02842 (add Zip Code) and the name of its initial registered agent at such address is: Kathleen Creaney

Kathleen Creaney
Signature of registered agent

EIGHTH: The number of directors constituting the initial board of directors of the corporation is 1 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
Kathleen Creaney	15 Everett Street, Middletown, RI 02842
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.....
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.....

NINTH: The name and address of each incorporator is:

Name	Address
Kathleen Creaney	15 Everett Street, Middletown, RI 02842
.....
.....
.....
.....
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TENTH: Date when corporate existence to begin (not more than 30 days after filing filing of these articles of incorporation):

upon filing

Dated March 20, 19 97

Kathleen Creaney
Signature of each incorporator

Kathleen Creaney

STATE OF RHODE ISLAND }
COUNTY OF } In the City } of Newport
Town }
in said County this 20th day of March, A.D. 1997.
then personally appeared before me Kathleen Creaney

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
Paul Martellino
6-20-97