

Filing Fee \$35.00

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

174701

NON-PROFIT CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is... Make A Difference Foundation, Inc.

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

THIRD: The purpose or purposes for which the corporation is organized are: charitable contributions and assistance to benefit families in need of food, clothing and other items especially during the Thanksgiving and Christmas seasons and all other purposes permitted non-profit corporations by the laws of the State of Rhode Island.

FOURTH: Provisions (if any) for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are: (Note 1)

See attached.

Vertical stamps and handwritten notes including dates like 122 1993 and 123 1993, and a signature.

FOURTH:

The directors may make, amend or repeal the bylaws in whole or in part, except with respect to any provisions thereof which by law, the Articles of Incorporation or the bylaws requires action by the members.

No Amendment to these Articles of Incorporation shall in any way authorize or permit the Corporation to be operated otherwise than exclusively for charitable or educational purposes or for the promotion of the general welfare, or for any purpose or in any manner that would deprive it of exemption from federal and state laws.

Notwithstanding any other provision of these articles, the corporation is organized exclusively for charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954.

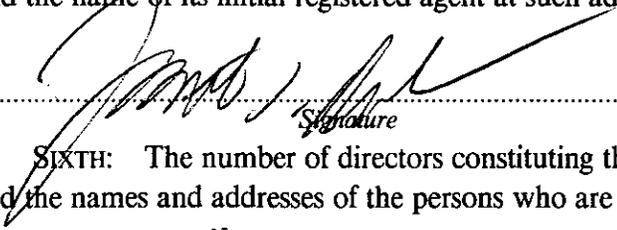
Except as may be otherwise required by law, the Corporation may merge or consolidate with only or into any corporation that is exempt from federal taxes under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and which is organized for one or more of the purposes of the Corporation as set forth in its Articles of Incorporation as from time to time are amended or for purposes substantially similar thereof.

No part of the net earnings, if any, of the corporation shall inure to the benefit of any member, director, officer or other private individual. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation or participating or intervening in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

In the event of dissolution, all of the remaining assets and property of the corporation shall, after payment of necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or to another organization to be used in such manner as in the judgment of a Justice of the Supreme Court of the State of Rhode Island will best accomplish the general purposes for which this corporation was formed.

FIFTH: The address of the initial registered office of the corporation is.....Visconti & Petrocelli, Ltd.,
55 Dorrance Street, Providence, RI 02903..... (add Zip Code),

and the name of its initial registered agent at such address is:.....Jonathan V. Kalander.....


.....
Signature

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is....., and the names and addresses of the persons who are to serve as the initial directors are:

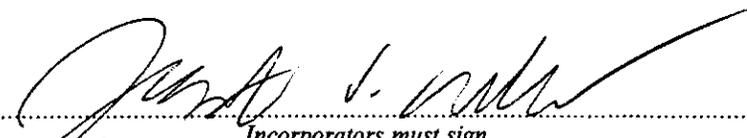
<i>Name</i>	<i>Address</i>
Robert McCann.....	275 Promenade Street, Suite 300, Providence, RI 02908.....
Jonathan V. Kalander.....	55 Dorrance Street, Providence, RI 02903.....
Michael Brier.....	32 Goff Avenue, Pawtucket, RI 02860.....
Jeffrey Britt.....	42 Weybosett Street, Providence, RI 02903.....
David Sisti.....	P.O. Box 20391, Cranston, RI 02920.....
Gail Pagliare.....	275 Promenade Street, Suite 300, Providence, RI 02908.....

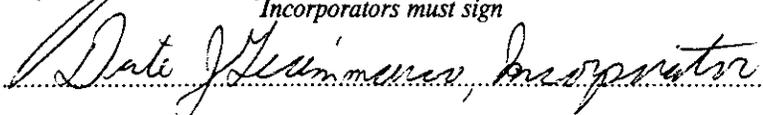
SEVENTH: The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
Jonathan V. Kalander.....	55 Dorrance Street, Providence, RI 02903.....
Dante J. Giammarco.....	55 Dorrance Street, Providence, RI 02903.....
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EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):.....Immediately upon filing.....

Dated.....November 22....., 19 93


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Incorporators must sign


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Incorporator(s)

NOTE: 1. If no provision for the regulation of the internal affairs of the corporation or for the distribution of assets on dissolution or final liquidation are to be set forth, insert "None." In an appropriate case provisions relating to members, their qualifications and rights (Section 7-6-15) may be inserted here.