

Fee: \$150

Corp. I.D. # 85761

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopts the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is **ANNARUMMO & ASSOCIATES INSURANCE, 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 sale and brokerage of insurance of any type to the general public, and to engage in any acts incident to such sale and brokerage and for any other lawful purpose or purposes for which a corporation may be formed under Rhode Island General Laws, (1956), as amended, Title 7, Chapter 1.1.

FILED

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By JOJO #55
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CORPORATIONS DIVISION
STATE OF RHODE ISLAND

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

(a) If only one class: Total number of shares 8,000

(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.)

Common Stock - All Shares are 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:

The preemptive rights set forth in Rhode Island General Laws, (1956), as amended, Section 7-1.1-24 are denied to the Shareholders.

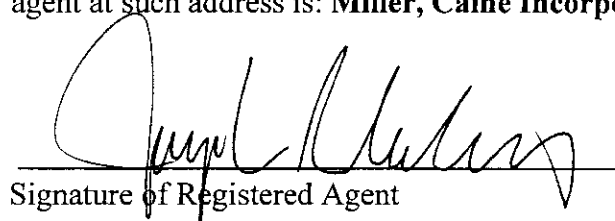
SIXTH. Provisions (if any) for the regulations of the internal affairs of the corporation:

(a) Action by the shareholders pursuant to Rhode Island General Laws, (1956), as amended, Section 7-1.1-30.3(b) is hereby authorized.

(b) No director or shareholder undertaking to exercise the responsibilities of a director shall have personal liability to the corporation or to its shareholders for

monetary damages for breach of such director's or shareholder's duty as a director or, in the case of a shareholder, duty as a person undertaking to exercise the responsibilities of a director; provided that this provision shall not eliminate or limit the liability of such director or shareholder for: (i) any breach of such director's or shareholder's duty of loyalty to the corporation or its shareholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) liability imposed pursuant to the provisions of Rhode Island General Laws §7-1.1-43; or (iv) any transaction from which such director or shareholder derived an improper personal benefit (unless said transaction is permitted by Rhode Island General Laws §7-1.1-37.1).

SEVENTH. The address of the initial registered office of the corporation is **40 Westminster Street, Suite 305, Providence, RI 02903** and the name of its initial registered agent at such address is: **Miller, Caine Incorporated.**


Signature of Registered Agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is -0- 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

Marianne C. Annarummo
President
Treasurer
Secretary

5 Betsy Drive
Bristol, RI 02809

NINTH: The name and address of each incorporator is:

Name

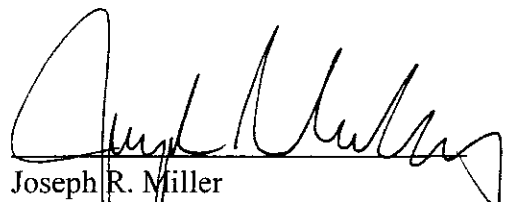
Address

Joseph R. Miller

Miller, Caine Incorporated
40 Westminster Street, Suite 305
Providence, RI 02903

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

Dated August 11, 1995.



Joseph R. Miller
Incorporator

STATE OF RHODE ISLAND

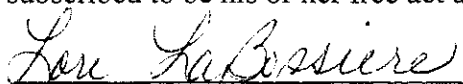
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In the City of Providence

COUNTY OF PROVIDENCE

:

In said county this 11th day of August, A.D. 1995 then personally appeared before me Joseph R. Miller, known to me and known by me to be the party executing the foregoing instrument, and he or she acknowledged said instrument by him or her subscribed to be his or her free act and deed.



Notary Public

My Commission Expires: 6-27-97

Lori LaBossiere



Lou Annarummo
Agency Manager

Allstate[®]
You're in good hands.

August 10, 1995

Secretary of State of Rhode Island
100 North Main Street
Providence, RI 02903

Ladies and Gentlemen:

The undersigned has no objection to the use of "Annarummo & Associates Insurance, Inc." as the name of a corporation to be incorporated which will have Marianne C. Annarummo as President.

Please do not hesitate to call should you have any questions.

Sincerely,

Annarummo Insurance Agency, Inc.

Louis Annarummo
President

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Allstate Insurance Company
Annarummo Insurance Agency, Inc.
631-A Metacom Avenue
Warren, Rhode Island 02885
401 247-0012