

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. # 94104

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 .Abacus Risk Management Technologies, Inc.

.....
(A close corporation pursuant to §7-1.1-5) 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 development of risk management and evaluation technologies and related intellectual properties, including without limitation the development and distribution of educational materials, training programs and behaviorally-based interventions for risk management systems; and, to engage in any lawful business.

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.)

\$1.00 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:

None

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

See attached Exhibit A.

SEVENTH: The address of the initial registered office of the corporation is 10 Weybosset Street, Providence, RI 02903 (add Zip Code) and the name of its initial registered agent at such address is: Edward D. Feldstein

Edward D. Feldstein
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.)

Table with 2 columns: Name, Address. Row 1: Edward D. Feldstein, 10 Weybosset Street, Providence, RI 02903

NINTH: The name and address of each incorporator is:

Table with 2 columns: Name, Address. Rows: Edward D. Feldstein, R. Jeffrey Knisley, Edward G. Avila, all with address 10 Weybosset Street, Providence, RI 02903

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

upon filing

Dated March 12, 19 97

Signatures of each incorporator: Edward D. Feldstein, R. Jeffrey Knisley, Edward G. Avila

EXHIBIT A

No director of the corporation shall be personally liable to the corporation or to its stockholders for monetary damages for breach of the director's duty as a director; provided, however, that nothing herein contained shall be construed to eliminate or limit the liability of a director to the extent provided by applicable law (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) with respect to the liability imposed pursuant to the provisions of R.I.G.L. Section 7-1.1-43 (as in effect and 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 and as hereafter amended]). If the Rhode Island Business Corporation Act (the "Act") is amended after the adoption of these Articles of Incorporation 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 Act, 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 with respect to any matter occurring, or any cause of action, suit or claim that, but for this Article Sixth, would have occurred or arisen, prior to such amendment, repeal or adoption.