

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

Corp. I.D. #

82608

BUSINESS CORPORATION

ORIGINAL 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 PERRY'S CONSTRUCTION, 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 BUILD, REPAIR AND REMODEL HOMES, BUILDINGS AND OFFICES

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...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 finding 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: IN THE EVENT THAT ANY STOCKHOLDER, OR THE RESPECTIVE HEIRS, ADMINISTRATORS, EXECUTORS OR ASSIGNEES OR ANY STOCKHOLDERS, OR ANY PERSON OR PERSONS TO WHOM TITLE OF ANY STOCKHOLDER IN STOCK OF THIS CORPORATION MAY DEVOLVE OR PASS BY ASSIGNMENT FOR BENEFIT OF CREDITORS, APPOINTMENT OF A RECEIVER, FILING OF A PETITION OF BANKRUPTCY, OR ANY PORTION OF HIS STOCK OF THIS CORPORATION, HE SHALL, BEFORE OFFERING THE SAME FOR SALE TO ANY OTHER PARTY, GIVE NOTICE IN WRITING TO THE CORPORATION OF HIS DESIRE TO SELL, AND IN SUCH WRITING OFFER TO SELL THE SAME TO THE CORPORATION AT THE LOWEST PRICE AT WHICH HE IS WILLING TO SELL SAID, . . . WITHIN TWENTY (20) DAYS AFTER THE RECEIPT OF ANY SUCH NOTICE THE BOARD OF DIRECTORS SHALL ELECT WHETHER TO ACCEPT SUCH OFFER. IF THE BOARD OF DIRECTORS SHALL ELECT TO PURCHASE THE SHARES SO OFFERED, THE SECRETARY OR TREASURER, OR SOME OTHER OFFICER DESIGNATED BY THE BOARD OF DIRECTORS, SHALL FORTHWITH AND WITHIN SAID TWENTY (20) DAYS DELIVER IN PERSON TO SUCH STOCKHOLDER OR MAIL BY REGISTERED MAIL, POSTAGE PREPAID, ADDRESSED TO HIM AT HIS USUAL POST OFFICE ADDRESS AS STATED IN THE BOOKS OF THE CORPORATION, A NOTICE IN WRITING, SIGNED BY THE SECRETARY OR TREASURER, OR SUCH OTHER OFFICER OF THE ELECTION BY THE CORPORATION TO PURCHASE SAID STOCK. SUCH NOTICE SHALL STATE THAT SUCH STOCKHOLDER MAY RECEIVE THE PURCHASE PRICE FOR SUCH STOCK AT THE OFFICE OF THE CORPORATION UPON TRANSFER TO THE CORPORATION OF THE SHARES SOLD. IF SUCH NOTICE TO ELECTION TO PURCHASE SHALL NOT BE GIVEN WITHIN THE TIME ABOVE LIMITED THE STOCKHOLDER SHALL BE AT LIBERTY TO SELL HIS STOCK TO ANY OTHER PARTY, PROVIDED THAT

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation: THE CORPORATION SHALL INDEMNIFY ANY PERSON WHO WAS OR IS A PARTY OR IS THREATENED TO BE MADE A PARTY TO ANY THREATENED, PENDING OR COMPLETED ACTION, WHETHER CIVIL, CRIMINAL, ADMINISTRATIVE OR INVESTIGATIVE, INCLUDING APPEALS BY REASON OF THE FACT THAT HE IS OR WAS A DIRECTOR, OFFICER OR EMPLOYEE OF THE CORPORATION, OR IS OR WAS SERVING AT THE REQUEST OF THE CORPORATION AS A DIRECTOR, OFFICER, OR EMPLOYEE OF ANOTHER CORPORATION, AGAINST EXPENSES (INCLUDING ATTORNEYS' FEES) JUDGEMENTS, DECREES, FINES PENALTIES AND AMOUNTS PAID IN SETTLEMENT ACTUALLY AND REASONABLY INCURRED BY HIM IN CONNECTION WITH SUCH ACTION, SUIT OR PROCEEDING IF HE ACTED IN GOOD FAITH IN A MANNER HE REASONABLY BELIEVED TO BE IN OR NOT OPPOSED TO THE BEST INTERESTS OF THE CORPORATION AND, WITH RESPECT TO ANY CRIMINAL ACTION OR PROCEEDING, HAD A REASONABLE CAUSE TO BELIEVE HIS CONDUCT WAS UNLAWFUL. THE TERMINATION OF ANY ACTION OF ANY ACTION, SUIT OR PROCEEDING BY JUDGEMENT, SETTLEMENT, CONVICTION OR A PLEA OF NOLO CONTENDERE OR ITS EQUIVALENT, SHALL NOT, OF ITSELF CREATE A PRESUMPTION THAT THE PERSON DID NOT ACT IN GOOD FAITH AND IN A MANNER WHICH HE REASONABLY BELIEVED TO BE IN OR NOT OPPOSED TO THE BEST INTEREST OF THE CORPORATION AND, WITH RESPECT TO ANY CRIMINAL ACTION OR PROCEEDING, HAD A REASONABLE CAUSE TO BELIEVE HIS CONDUCT WAS UNLAWFUL.

SEVENTH. The address of the initial registered office of the corporation is
674 HOPE STREET, BRISTOL, RI 02809 (add Zip Code)
and the name of its initial registered agent at such address is:

PAUL SILVA


Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is TWO (2) 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
SCOTT A. PERRY	661 METACOM AVE. #13 BRISTOL, RI 02801
JAMES J. SALZANO, JR.	41 AARON AVE. BRISTOL, RI 02809

NINTH. The name and address of each incorporator is:

Name	Address
SCOTT A. PERRY	661 METACOM AVE. #13 BRISTOL, RI 02801
JAMES J. SALZANO, JR.	41 AARON AVE. BRISTOL, RI 02809

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

IMMEDIATELY

STATE OF RHODE ISLAND } In the City
COUNTY OF BRISTOL } Town } of BRISTOL

in said county this 26th day of SEPTEMBER, A.D. 19 94
then personally appeared before me SCOTT A PERRY AND JAMES J SALZANO, JR.

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

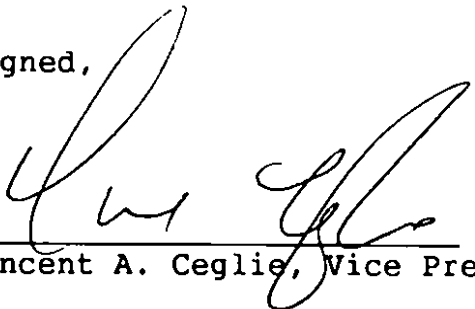
Perry Development Company

December 23, 1994

TO WHOM IT MAY CONCERN:

I, Vincent A. Ceglie, Vice President of PERRY DEVELOPMENT COMPANY give permission to use the name PERRY'S CONSTRUCTION, INC. for the incorporation of a business that builds, repairs, and remodels homes which will be located in Bristol, Rhode Island.

Signed,



Vincent A. Ceglie, Vice President

VAC/mbm
1458JJP