

State of Rhode Island and Providence Plantations

BUSINESS CORPORATION

DUPLICATE 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 Conversion Realty Incorporated. (This is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended).

SECOND. The period of its duration is perpetual.

THIRD. The purpose or purposes for which the corporation is organized are: To buy, sell, acquire, lease, manage, and otherwise deal in real estate and to engage in any other lawful business for which corporations may be incorporated under the Rhode Island business corporation act, as the same may be from time to time amended hereafter.

The corporation shall have power (see §7-1.1-4 of the General Laws, 1956, as amended):

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain and defend, in its corporate name.
- (c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money and to use its credit to assist its employees.
- (g) To purchase, take, receive, lease, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares

or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.

(k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.

(q) To be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is: 4,000 without par value.

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: Except as otherwise provided by the Rhode Island Business Corporation Act (the "Act"), any action required or permitted to be taken at a meeting of shareholders by the Act, by these Articles of Incorporation or by the By-Laws of the Corporation may be taken without a meeting upon the written consent of less than all the shareholders entitled to vote thereon if the shareholders who so consent would be entitled to cast at least the minimum number of votes which would be required to take such action at a meeting at which all shareholders entitled to vote thereon are present.

SEVENTH. The address of the initial registered office of the corporation is 2200 Fleet National Bank Building, Providence, Rhode Island 02903 and the name of its initial registered agent at such address is: Stephen J. Carlotti.

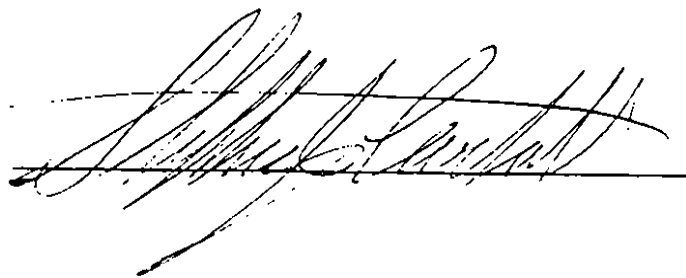
EIGHTH. The names and addresses of the officers of the corporation are:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Stephen J. Carlotti	8 Sandy Point Road Barrington, RI.
Secretary	Kathryn D. McDermott	46 Overhill Road Warwick, RI.
Treasurer	Richard G. Small	222 Wilson Avenue East Providence, RI.

NINTH. The name and address of the incorporator is: Stephen J. Carlotti, 8 Sandy Point Road, Barrington, Rhode Island.

TENTH. Date when corporate existence to begin: Upon the filing of these Articles of Incorporation with the Secretary of State.

Dated June 23, 1983



STATE OF RHODE ISLAND)
COUNTY OF PROVIDENCE)

In the City of Providence in said county this 23rd day of June, 1983 then personally appeared before me Stephen J. Carlotti known to me and known by me to be the party executing the foregoing instrument, and he severally acknowledged said instrument by him subscribed to be his free act and deed.

Kathryn D. McDermott
Notary Public
KATHRYN D. McDERMOTT

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION
OF
CONVERSION REALTY INCORPORATED

I, ANDREA G. VAN LEESTEN, Acting Deputy Secretary of State hereby certify that duplicate originals of Articles of Incorporation for the incorporation of Conversion Realty Incorporated duly signed and verified pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, have been received in this office and are found to conform to law, and that the foregoing is a duplicate original of the Articles of Incorporation.

WITNESS my hand and the seal of the
State of Rhode Island this twenty-fourth
day of June, 1983.

Andrea G. Van Leesten
Secretary of State
Acting Deputy

DEPARTMENT OF STATE
OFFICE OF
SECRETARY OF STATE
PROVIDENCE, R. I.

DEPARTMENT OF STATE

Office of the Secretary of State

Providence, R. I.,

JUNE 24

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HINCKLEY & ALLEN

To the Secretary of State, Dr.

FILING ARTICLES OF INCORPORATION-----\$110.00
Conversion Realty Incorporated

Received Payment

Swan L. Garner

Secretary of State.