

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

Corp. I.D. # 176609

BUSINESS CORPORATION
"A Close 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 BENEFIT REALTY, 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 carry on and conduct the business of owning, operating, leasing or managing real estate; to deal with aspects of said business; to deal with and in any services incidental thereto and connected therewith, and to do all things necessary to the carrying out of the purposes and powers mentioned herein; and to carry on and conduct any other lawful purpose for which a corporation may be formed under Chapter 7-1.1 of the Rhode Island General Laws, 1956, as amended.

FILED

MAY 12 1994

By [Signature]
122050

RECEIVED
SECRETARY OF STATE
MAY 12 12 24 PM '94

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

(a) *If only one class:* Total number of shares .. 2000 ..

(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, No 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:

See Bylaws of the Corporation

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

None

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

John A. Glasson

Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is none 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

Not as yet elected

NINTH. The name and address of each incorporator is:

Name

Address

John A. Glasson

116 Orange St., 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 May 12, 1994

Signature of each incorporator

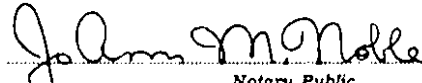
John A. Glasson

STATE OF RHODE ISLAND } City
COUNTY OF Providence } In the ~~Rown~~ } of Providence

in said county this 12th day of May, A.D. 1994

then personally appeared before me John A. Glasson

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
My Commission Expires: 9/11/95