

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. # 98509

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 ... 545 SOUTH MAIN STREET ASSOCIATES, 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 act as agent or representative of individuals, partnerships or corporations, for commission or otherwise, to develop and extend their business; to manage or administer as agent or trustee the whole or any part of the business or property of any company, firm or person carrying on any authorized business; to arrange for the management or administration of, by agent or agents, the whole or any part of business or property of individuals, partnerships or corporations; to act as agent or representative of individuals, partnerships or corporations, for commission or otherwise, in the promotion of and hire of said individuals, partnerships or corporations as qualified employees, temporary or permanent, full-time or part-time, of any lawful business; and to perform any other act or thing necessary for the purposes described herein.

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MAR 7 1996
By iCD#36-157872

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

- (a) *If only one class:* Total number of shares ..... 1,000 .....  
(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.)

All shares are to be without par value

or

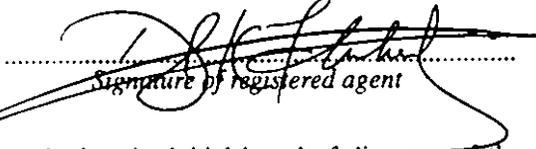
- (b) *If more than one class:* Total number of shares .....  
(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any 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 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:

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

1. There shall be no Board of Directors of this Corporation and any and all of the powers normally vested in a Board of Directors shall be vested in the Stockholders of said Corporation.
2. Except for those actions excluded by the provisions of the Rhode Island Business Corporation Act, any action required or permitted to be taken at a meeting of Stockholders may be taken without a meeting upon the written consent of less than all the Stockholders entitled to vote thereon if the Stockholders 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 Stockholders entitled to vote thereon were present. In the event of such written action, prompt notice of such action shall be given to all Stockholders who would have been entitled to vote upon the action if such meeting were held.
3. The stock of the Corporation is subject to transfer restrictions as set forth in the By-laws of the said Corporation and Certificates of stock of the Corporation shall not be transferred or sold unless there is compliance with the provisions of said transfer restrictions.

SEVENTH: The address of the initial registered office of the corporation is  
 33 College Hill Road, Suite 20D, Warwick, RI 02886..... (add Zip Code)  
 and the name of its initial registered agent at such address is: Daniel K. ....  
 Flaherty, Esquire .....

  
 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
To be determined.....	.....
.....	.....
.....	.....
.....	.....
.....	.....

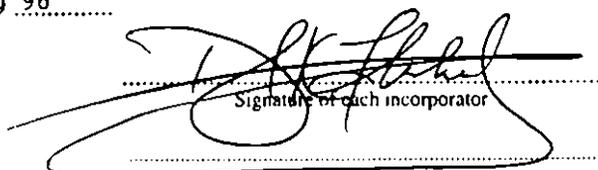
NINTH: The name and address of each incorporator is:

Name	Address
Daniel K. Flaherty.....	33 College Hill Rd., Warwick, RI 02886
.....	.....
.....	.....
.....	.....
.....	.....

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

Upon issuance of the Certificate of Incorporation.....

Dated March 6, 19 96.....

  
 Signature of each incorporator

