

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. # 88809

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 HORAN & COMPANY, LTD.

(A close corporation pursuant to §7-1.1-5i 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:

Certified public accounting firm

FILED

MAR 27 1993

By [Signature]

152546

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

(a) If only one class: Total number of shares600 No. par

(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

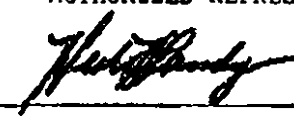
(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including 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 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:

Any shareholder, including the heirs, assigns, executors or administrators of a deceased shareholder, desiring to sell or transfer such shares owned by him or them, shall first offer it to the corporation in the manner following:

He shall notify the corporation of his desire to sell or transfer by notice in writing, which notice shall contain the price at which he is willing to sell or transfer. The corporation shall within thirty (30) days thereafter either accept or reject the offer, but if at the expiration of thirty (30) days the corporation shall not have exercised the right to purchase, the owner of such shares shall be at liberty to dispose of the same at a price not less than that offered to the corporation. No shares of stock shall be sold or transferred on the books of the corporation until these provisions have been complied with, but the shareholders may in any particular instance waive this requirement.

All unissued or treasury shares or securities convertible into shares shall first be offered to the shareholders by the corporation in the manner above provided.

INSURANCE BINDER		ISSUE DATE 03/25/96																	
THIS BINDER IS A TEMPORARY INSURANCE CONTRACT, SUBJECT TO THE CONDITIONS BELOW.																			
PRODUCER Herbert H. Landy Ins. Agency, Inc. 75 Second Avenue, #410 Needham, MA 02194-2876		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2">COMPANY Chicago Insurance Company</td> <td colspan="2">BINDER NO. 1</td> </tr> <tr> <td colspan="2" style="text-align: center;">EFFECTIVE</td> <td colspan="2" style="text-align: center;">EXPIRATION</td> </tr> <tr> <td style="text-align: center;">DATE</td> <td style="text-align: center;">TIME</td> <td style="text-align: center;">DATE</td> <td style="text-align: center;">TIME</td> </tr> <tr> <td style="text-align: center;">03/22/96</td> <td style="text-align: center;">12:01AM</td> <td style="text-align: center;">04/21/96</td> <td style="text-align: center;">12:01AM</td> </tr> </table>		COMPANY Chicago Insurance Company		BINDER NO. 1		EFFECTIVE		EXPIRATION		DATE	TIME	DATE	TIME	03/22/96	12:01AM	04/21/96	12:01AM
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CODE 979-056429		X THIS BINDER IS ISSUED TO EXTEND COVERAGE IN THE ABOVE NAMED COMPANY PER POLICY NO. APL																	
INSURED HORAN & COMPANY, LTD. 28 CASWELL ST PO BOX 3307 NARRAGANSETT RI 02882-		DESCRIPTION OF OPERATIONS ACCOUNTANTS PROFESSIONAL LIABILITY																	
COVERAGES POLICY TERM: 03/22/96 - 03/22/97 LIMITS OF LIABILITY : REDUCED BY CLAIM EXPENSES \$ 100,000.00 each claim \$ 200,000.00 annual aggregate; DEDUCTIBLE : APPLIES TO LOSSES AND EXPENSES \$ 1,000.00 each claim; PRIOR ACTS DATE: 03/22/96 Coverage is on a claims-made basis.																			
CONDITIONS																			
This Company binds the kind(s) of insurance stipulated above. The Insurance is subject to the terms, conditions and limitations of the policy(ies) in current use by the Company.																			
This binder may be cancelled by the insured by surrender of this binder or by written notice to the Company stating when cancellation will be effective. This binder may be cancelled by the Company by notice to the insured in accordance with the policy conditions. This binder is cancelled when replaced by a policy. If the binder is not replaced by a policy, the Company is entitled to charge a premium for the binder according to the Rules and Rates in use by the Company.																			
THE ACCOUNTANTS PROFESSIONAL LIABILITY PROGRAM HAS BEEN ORGANIZED AS A PURCHASING GROUP LOCATED AND DOMICILED IN ILLINOIS, PURSUANT TO LEGISLATION ENACTED BY CONGRESS KNOWN AS THE FEDERAL LIABILITY ACT OF 1988. YOU WILL AUTOMATICALLY BECOME A MEMBER OF THE PURCHASING GROUP ONCE YOUR COMPLETE APPLICATION HAS BEEN APPROVED AND YOUR PREMIUM PAYMENT HAS BEEN RECEIVED.																			
AUTHORIZED REPRESENTATIVE 																			

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

SEVENTH. The address of the initial registered office of the corporation is 393 Armistice Boulevard, P.O. Box A, Pawtucket, RI (add Zip Code) 02861-0901 and the name of its initial registered agent at such address is: R. KEVIN HORAN, ESQ.

Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is one 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.)

<i>Name</i>	<i>Address</i>
WILLIAM T. HORAN	28 Caswell Street Narragansett, RI 02882

NINTH. The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
R. KEVIN HORAN	393 Armistice Boulevard, P.O. Box A Pawtucket, RI 02861-0901

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

MARCH 27, 1996

Dated February 1, 1996

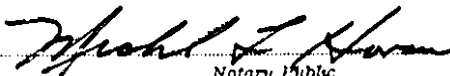
R. Kevin Horan
Signature of each incorporator

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

in said county this 1st day of February, A.D. 19 96

then personally appeared before me R. KEVIN HORAN

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
MICHAEL F. HORAN

REC'D
FEB 1 1996