

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. #

71510

**BUSINESS CORPORATION**

**DUPLICATE 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 ALAN M. BARNES, LTD.

(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 function as a professional Corporation in providing legal services and to transact any other business which professional Corporations are allowed under the Rhode Island General Laws.

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

(a) *If only one class:* Total number of shares ...3000 .....

(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.)

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:

No stockholder shall sell any of his common stock without first offering the same to the corporation at the lowest price of which he is willing to dispose of the same, said offer to be in writing and to include a statement of the names, and addresses of the transferee or transferees to whom the stockholder intends to sell and transfer his stock if his said offer is not accepted by the corporation as hereinafter provided. Said offer and statement shall be addressed to the corporation and shall be sent by registered mail to the corporation at its principal place of business or shall be delivered personally to the president, treasurer or secretary of the corporation. The corporation shall have thirty (30) days after the date of the delivery of said offer and statement to accept or reject said offer and until action thereon shall be taken or until the expiration of said thirty days, whichever shall first occur, no transfer of such stock shall be made by the stockholder submitting the offer but if the corporation shall reject said offer or if no action shall be taken by its prior to the expiration of said thirty days, such stockholder may then sell said stock at not less than the price fixed in said offer or any transferee or transferees described in said statement at any time within three months after the expiration of said thirty days, but not otherwise or thereafter without again complying with the provisions of this paragraph. Transfers by way of pledge, attachment or other encumbrances are intended to be included in the prohibitions of this paragraph. "Any transfer contrary to the foregoing provisions shall be void". The Corporation, by resolution, however, may waive the foregoing provisions with respect to any particular transfer.

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 74 East Street, Pawtucket, R.I. 02860 (add Zip Code)

and the name of its initial registered agent at such address is: ALAN M. BARNES

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 §7-1.1-31 of the General Laws, 1958, as amended, state the name(s) and address(es) of the officers of the corporation.)

| Name            | Address                                     |
|-----------------|---|
| ALAN M. BARNES, | 165 Woodside Ave.<br>Cumberland, R.I. 02864 |

NINTH. The name and address of each incorporator is:

| Name           | Address                                     |
|----------------|---|
| ALAN M. BARNES | 165 Woodside Ave.<br>Cumberland, R.I. 02864 |

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

Upon the filing of these articles

Dated: 2/8, 1972

Signature of each incorporator

STATE OF RHODE ISLAND } In the City of Pawtucket  
 COUNTY OF } ~~TOWN~~ }  
 in said county this 8th day of December, A.D. 1992  
 then personally appeared before me ALAN M. BARNES

RECEIVED  
 SECRETARY OF STATE  
 MAR 1 11 43 AM '92

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.

*[Signature]*  
 Notary Public  
 JAMES T. HIGGINS

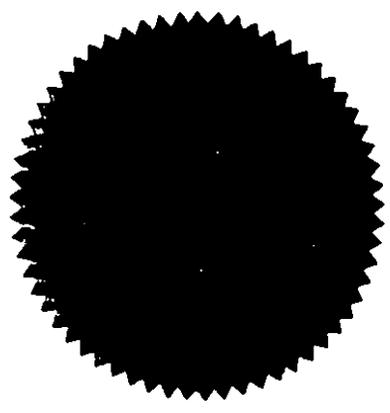
STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
 OFFICE OF THE SECRETARY OF STATE  
 CERTIFICATE OF INCORPORATION  
 OF

I, \_\_\_\_\_ Secretary of State  
 hereby certify that duplicate originals of Articles of Incorporation for the incorporation  
 of \_\_\_\_\_

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 \_\_\_\_\_  
 day of \_\_\_\_\_, 19\_\_\_\_

Secretary of State



REC'D & FILED MAR 01 1992  
 AMTH:29  
 93514

POLICY DECLARATIONS

DATE

March 27, 1992

NAME AND ADDRESS OF AGENCY  
 617 482-3100  
 FRANK B HALL & CO OF MA INC  
 99 HIGH ST  
 BOSTON MA 02110

INSURANCE COMPANY  
 NEW ENGLAND INSURANCE CO  
 60 BATTERY MARCH ST  
 BOSTON MA 02110

NAME AND MAILING ADDRESS OF INSURED  
 ALAN M BARNES ESQ  
 14 EAST STREET  
 PAWTUCKET RI 02860

POLICY TYPE  
 LP52437 RI  
 ITEM 2: POLICY PERIOD (INCEPTION) (EXPIRATION)  
 March 28, 1992 TO March 28, 1993  
 12:01 AM, standard time at the address of Named Insured as stated herein

1. RI LAWYERS PROF 015630 #01 PROFESSIONAL LIABILITY POLICY

Item 3. LIMITS OF LIABILITY \$ 100,000 All claims arising out of the same, related or continuing professional services.  
 \$ 300,000 aggregate

Item 4. DEDUCTIBLE AMOUNT \$ 1,000 (includes claims expenses)

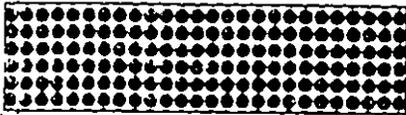
Item 5. PREMIUM SCHEDULE (Rate # )

| CLASSIFICATION     | CODE NO. | NUMBER | PREMIUM  |
|--------------------|----------|--------|----------|
| Lawyers            | B133 5   | 1      | \$708.00 |
| Public Official(s) |          |        |          |
| Title Agent(s)     |          |        |          |
| Title Agency       |          |        |          |
| TOTAL PREMIUM      |          |        | \$708.00 |

Item 6. Policy and Endorsement Forms Numbers: C168-NE1-1 12/88 C168-A 12/85 C-168-C 1/87 C-168-D 11/86 C168-B 12/85

THIS IS A CLAIMS-MADE POLICY - PLEASE READ CAREFULLY!

SUB-PRODUCER:



*B. B. B.*

COUNTERSIGNED BY:

AUTHORIZED SIGNATURE

ENDORSEMENT # 1

THIS ENDORSEMENT EFFECTIVE 12:01 AM 01-28-93  
FORMS PART OF POLICY NO. LP55334  
ISSUED TO ALAN M BARNES ESQ  
BY NEW ENGLAND INS CO

IN CONSIDERATION OF THE POLICY PREMIUM, IT IS HEREBY  
UNDERSTOOD AND AGREED THAT THE FOLLOWING ARE INCLUDED AS  
INSUREDS UNDER INSURING AGREEMENT III OF THE POLICY,  
PERSONS INSURED.

PERSON INSURED ALAN M BARNES, LTD.

*Alan M Barnes, Ltd.*  
*9/8/93*