

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. # 92610

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 CG SOUTH CORP.

(A close corporation pursuant to Section 7-1.1 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 general partner of a limited partnership and to transact any other lawful business permitted from time to time under the Rhode Island Business Corporation Act.

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By [Signature] # 55
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FOURTH: The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares 8,000, \$.01 par value.

(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

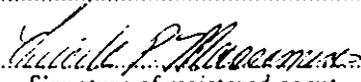
(b) *If more than one class:* Total number of shares

(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: Shareholders are to have no preemptive rights.

SIXTH: Provisions (if any) for the regulation of the internal affairs of the corporation: See Exhibit A attached hereto.

SEVENTH: The address of the initial registered office of the corporation is 100 Randall Street, Providence, Rhode Island 02904 (add Zip Code) and the name of its initial registered agent at such address is: Lucille P. Massemio.


Signature of registered agent
Lucille P. Massemio

EIGHTH: The number of directors constituting the initial board of directors of the corporation is three (3) 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
Paul S. Davenport	670 North Main Street Providence, Rhode Island 02904
Ivette Fantasia	670 North Main Street Providence, Rhode Island 02904
Robert Gershkoff	670 North Main Street Providence, Rhode Island 02904

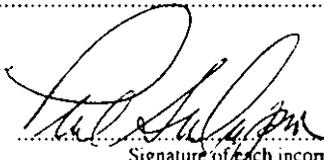
NINTH: The name and address of each incorporator is:

Name	Address
Paul S. Davenport	670 North Main Street Providence, Rhode Island 02904

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

upon filing.

Dated December 12, 1996


Signature of each incorporator
Paul S. Davenport

STATE OF FLORIDA

COUNTY OF PALM BEACH

} In the City of Palm Beach }
Town }

in said County this 12th day of December, A.D. 1996

then personally appeared before me Paul S. Davenport

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.

Rebecca Black
Notary Public



EXHIBIT A

Article SIXTH: No director of the Corporation shall be liable to the Corporation or to its stockholders for monetary damages for breach of the director's duty as a director; provided, however, that this Article SIXTH shall not eliminate or limit the liability of a director: (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for the liability imposed pursuant to the provisions of R.I.G.L. Sec 7-1.1-43 (as in effect or as hereafter amended); or (iv) for any transaction from which the director derived an improper personal benefit unless said transaction is permitted by R.I.G.L. Section 7-1.1-37.1 (as in effect or as hereafter amended). If the Rhode Island General laws are amended after the adoption of this Article SIXTH to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of each director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Rhode Island General Laws, as so amended. Neither the amendment nor repeal of this Article SIXTH nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article SIXTH shall eliminate or reduce the effect of this Article SIXTH in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article SIXTH, would occur or arise, prior to such amendment, repeal or adoption of an inconsistent provision.