

Filing Fee \$150.00

Corp. I.D. #

88316

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BY JBH 156839

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is

The Granite Capital Group, Inc.

(A close corporation pursuant to 7-1.1-51 of the General Laws, 1956, as amended.)

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which the corporation is organized are:

- (a) to act as an investment advisor; and
- (b) to engage in any and all endeavors related directly or indirectly thereto; and
- (c) to transact any other lawful activity or business in which corporations may be engaged under the Rhode Island Business Corporation Act, as in effect from time to time.

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

- (a) If only one class: Total number of shares
2,000 Common no par value.

(If the authorized shares are to consist of one class only, state the par value of such shares or 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 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.)

N/A

FIFTH: Provisions (if any) dealing with the preemptive right of shareholders pursuant to Section 7-1.1-24 of the General Laws, 1956, as amended:

None

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

A director of the corporation, if there be any, or a stockholder acting in the capacity of a director (hereinafter called a "director"), will not be personally liable to the corporation or its stockholders for monetary damages for breach of the director's duty as a director, except for liability (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 the law, (iii) imposed pursuant to the provisions of R.I.G.L. Section 7-1.1-43, as amended from time to time, or (iv) for any transaction from which the director derived an improper personal benefit. If the Rhode Island Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation will be eliminated or limited to the fullest extent permitted by the Rhode Island Business Corporation Act, as amended. Any repeal or modification of the provisions of this Article by the corporation will not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

SEVENTH: The address of the initial registered office of the corporation is One Park Row, Providence, Rhode Island 02903 and the name of its initial registered agent at such address is: Catherine A. Sammartino.

Catherine A. Sammartino
Signature of registered agent

EIGHTH: The number of directors constituting the initial board of directors of the corporation is 0 and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to Section 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:
Clark A. Sammartino, President Secretary	20 Westminster Street Providence, RI 02903
Richard F. Carolan, Jr. Vice President, Treasurer	20 Westminster Street Providence, RI 02903

NINTH: The name and address of each incorporator is:

Name:	Address:
Catherine A. Sammartino	One Park Row Providence, RI 02903

TENTH: Date when corporate existence to begin: Upon filing.

Dated: February 26, 1996

Catherine A. Sammartino
Catherine A. Sammartino

State of Rhode Island
County of Providence } In the City of Providence

In said county this 26th day of February, 1996 then personally appeared before me Catherine A. Sammartino known to me and known by me to be the party executing the foregoing instrument, and she acknowledged said instrument by her subscribed to be her free act and deed.

Lionel M. Griffin
Name: Lionel M. Griffin
My Commission Exp. 8/15/96

APPLICATION FOR
CERTIFICATE OF WITHDRAWAL
OF

BLUE FIN CAPITAL, INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-112 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Withdrawal from the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is Blue Fin Capital, Inc.

SECOND: It is incorporated under the laws of Delaware

THIRD: It is not transacting business in the State of Rhode Island.

FOURTH: It hereby surrenders its authority to transact business in Rhode Island.

FIFTH: It revokes the authority of its registered agent in Rhode Island to accept service of process, and consents that service of process in any action, suit or proceeding based upon any cause of action arising in Rhode Island during the time the corporation was authorized to transact business in Rhode Island may thereafter be made on the corporation by service thereof on the Secretary of State of the State of Rhode Island.

SIXTH: The post-office address to which the Secretary of State may mail a copy of any process against the corporation that may be served on him is 20 Westminster Street,
Providence, RI 02903

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, as of this date is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
3,000	Common	N/A	\$.01

EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, as of this date is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1,000	Common	N/A	\$.01

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By 188360

NINTH: The amount of its stated capital as of this date is \$ -0-

TENTH: All corporate taxes and fees due to the State of Rhode Island have been paid.

Dated June 27, 1997

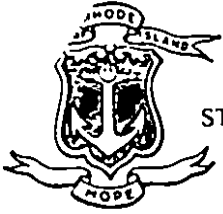
Blue Fin Capital, Inc.
By [Signature]
Mars Jonathan Bishop
Its President
and [Signature]
Richard F. Carolan, Jr.
Its Secretary

STATE OF Rhode Island }
COUNTY OF Providence } Sc.

At Providence in said county on the 27th day of
June, 1997, before me personally appeared Mars Jonathan
Bishop & Richard F. Carolan, Jr., who being by me first duly sworn, declared that he is the
President - Secretary of Blue Fin Capital, Inc.,
that he signed the foregoing document as such President - Secretary of the
corporation, and that the statements therein contained are true.

[Signature]
Notary Public
LESLIE A. GAGNE, Notary Public
State of Rhode Island and Providence Plantations
My Commission Expires: 11/30/97

(NOTARIAL SEAL)



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

FAX (401) 277-6006

June 16, 1997

TO WHOM IT MAY CONCERN:

Re: BLUE FIN CAPITAL, INC.

It appears from our records that the abovenamed corporation has filed all of the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the abovenamed corporation for the purpose of:

WITHDRAWAL

Very truly yours,

R. Gary Clark
Tax Administrator

Ernest A. DeAngelis
Chief Revenue Agent
Corporations

Filing fee: \$150.00
License fee: \$15.00 minimum
(Section 7-1.1-124)



State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903-1335

BUSINESS CORPORATION

Corp. I.D. #

93045

APPLICATION FOR CERTIFICATE OF AUTHORITY OF

BLUE FIN CAPITAL, INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is BLUE FIN CAPITAL, INC.

SECOND: The name which it elects to use in Rhode Island is BLUE FIN CAPITAL, INC.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is September 17, 1996 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is c/o The Prentice-Hall Corporation System, Inc., 1013 Centre Road, Wilmington, Delaware 19805

SIXTH: The address of its proposed registered office in Rhode Island is 2700 Hospital Trust Tower, Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at that address is Paul M. Mahoney, Jr.

Paul M. Mahoney Jr.
Signature

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

To serve as an investment adviser and to engage in any lawful act or activity for which corporations may be organized under the Rhode Island Business Corporations Act.

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By 137514

Name	Office	Address
Mars Jonathan Bishop	Director	161 Emeline Street, Prov., RI 02906
Richard F. Carolan, Jr.	Director	275 Angell Street, Prov., RI 02906
Mars Jonathan Bishop	President	161 Emeline Street, Prov., RI 02906
Richard F. Carolan, Jr.	Executive Vice President	275 Angell Street, Prov., RI 02906
Richard F. Carolan, Jr.	Secretary	275 Angell Street, Prov., RI 02906
Mars Jonathan Bishop	Treasurer	161 Emeline Street, Prov., RI 02906

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
3,000	Common	n/a	\$.01

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
1,000	Common	n/a	\$.01

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$.15,000.....

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$.15,000.....

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$.50,000.....

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode island during such year is \$.50,000.....

FIFTEENTH: This application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated.....January...7...1997.....

BLUE FIN CAPITAL, INC.
(Exact Corporate Name of corporation Making Application)

By Carl Bishop
Its President
and Carl Bishop
Its Secretary

STATE OF Rhode Island Sc.
COUNTY OF Providence
AT Providence in said County on the 7th day

of January 1997, before me personally appeared
Mrs. J. Bishop, who being by me first duly sworn, declared that
he/she is the President of Blue Fin Capital, Inc.
that he/she signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

Catherine M. Grant
Notary Public

(NOTARIAL SEAL)

CATHERINE M. GRANT, Notary Public
State of Rhode Island and Providence Plantations
My Commission Expires 1/12/98