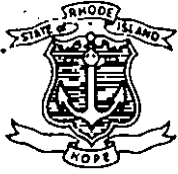


Filing and License Fee: \$230.00 minimum

ID Number: 150411



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

FILED

SEP 02 2005
By AME
76077

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.2 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is ORGANIZATIONAL DEVELOPMENT GROUP, INC.

(This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The total number of shares which the corporation has authority to issue is:

(a) *If only one class:* Total number of shares 600

or

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

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:

All shares are to be without par value

3. The address of the initial registered office of the corporation is 33 College Hill Road, Suite 20D
(Street Address, not P.O. Box)

Warwick, RI 02886 and the name of its initial registered agent
(City/Town) (Zip Code)

at such address is Daniel K. Flaherty, Esquire
(Name of Agent)

4. The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.

5. Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.

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[Faint circular stamp]

6. Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

See Exhibit "A" attached hereto and made a part hereof.

Multiple horizontal lines for additional provisions.

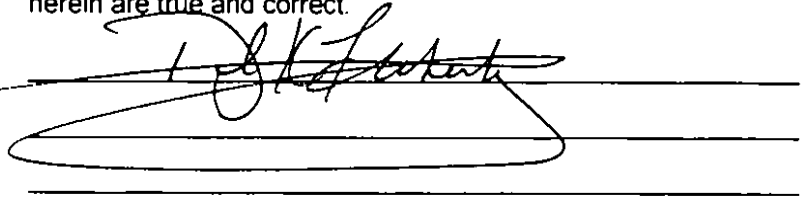
7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Daniel K. Flaherty, Esquire	33 College Hill Road, Suite 20D, Warwick, RI 02886

8. These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing **effective upon filing**.

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: September 1, 2005



Signature of each Incorporator

EXHIBIT "A"

ORGANIZAITONAL DEVELOPMENT GROUP, INC.

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 Corporations 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.