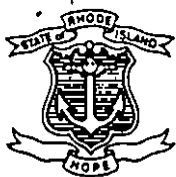


Filing Fee: \$150.00

ID Number: 112713



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)

The undersigned acting as incorporator(s) of a professional service corporation under Chapters 7-1.1 and 7-5.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Law Office of Kathy J. Kushnir, P.C.

~~(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable.)~~

2. The period of its duration is (if perpetual, so state) Perpetual

3. The specific purpose or purposes for which the corporation is organized are:

To provide legal services and to engage in any other lawful act or activity for which corporations
may be organized under the Rhode Island Professional Service Corporation Act.

FILED
MAY 2 2000
By JBH
243989

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

(a) *If only one class:* Total number of shares 4,000 (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.):

Common Stock - \$01 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 Chapter 7-1.1 of the General Laws, 1956, as amended, 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.):

5. Provisions, if any, dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

The preemptive right set forth in R.I.G.L. (1956), as amended, Section 7-1.1-24 is expressly denied to shareholders.

6. Provisions, if any, for the regulation of the internal affairs of the corporation:

See Exhibit A

7. The address of the initial registered office of the corporation is 6300 Post Road

(Street Address, not P.O. Box)

North Kingstown, RI 02852 and the name of its initial registered agent at such address is

(City/Town)

(Zip Code)

Kathy J. Kushnir, Esq.

(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is one (1) 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 Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
<u>Director</u>	<u>Kathy J. Kushnir, Esq.</u>	<u>6300 Post Road, N. Kingstown, Rhode Island 02852</u>

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Kathy J. Kushnir, Esq.</u>	<u>6300 Post Road, N. Kingstown, Rhode Island 02852</u>

10. Date when corporate existence is to begin Upon filing
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: May 25, 2000

Kathy J. Kushnir

Signature of each Incorporator

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on this 25th day of May, 2000, personally appeared before me Kathy J. Kushnir 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.

Christine F. Blessing
Notary Public
My Commission Expires: 3/17/2003

LAW OFFICE OF KATHY J. KUSHNIR, P.C.

ARTICLES OF INCORPORATION

Exhibit A

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

1. Action by the Shareholders pursuant to Rhode Island General Laws Section 7-1.1-30.3(b) is hereby authorized.
2. In addition to any qualification required by applicable law, shares of the Corporation's stock may only be held by persons employed by the Corporation, its successors and assigns. Upon termination of a shareholder's employment by the Corporation, he or she shall sell, and the Corporation shall buy, any shares of the Corporation's stock held by such individual for the amount the shareholder originally paid for such shares.
3. No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of the director's duty as a director; provided that the foregoing 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 shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) imposed pursuant to the provisions of Rhode Island General Laws Section 7-1.1-43; or (iv) for any transaction from which the director derived an improper personal benefit (unless said transaction is permitted by Rhode Island General Laws Section 7-1.1-37.1).