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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. #

69714

BUSINESS CORPORATION

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 CHESTNUT PROPERTIES, INC.

(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 own, hold, rent, lease, manage, encumber, improve, exchange, buy, and sell real property, collect rents, and do a general real estate business; and in general to have and exercise all powers, rights, and privileges necessary and incident to carrying out properly the objects above mentioned; and anything incidental thereto and generally to do everything done by those engaged in a similar line of business; and to do such other things as are incident, proper or necessary to the operation of the business, or to the carrying out of any and all other purposes and to do everything done by those engaged in a similar line of business and for any other lawful purpose.

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

- (a) *If only one class:* Total number of shares 800
(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.)

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:

In the event of the increase of the authorized common stock of the corporation, the holders of the common stock of the corporation, at that time outstanding, shall have exclusive right to subscribe in proportion to their holdings for the common stock so to be issued.

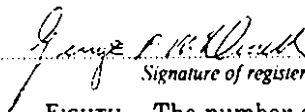
SIXTH: Provisions for the regulations of the internal affairs of the corporation:

In the event that any stockholder, or the respective heirs, administrators, executors, successors or assigns of any stockholder or any person or persons to whom title of any stockholder in stock of this corporation may devolve or pass by assignment for the benefit of creditors, appointment of a receiver, filing of a petition of bankruptcy, or by operation of law or otherwise, shall desire to sell the whole or any portion of his stock of this corporation, he shall, before offering the same for sale to any person give notice in writing to the corporation of his desire to sell the same to the corporation at the lowest price at which he is willing to sell

~~SEVENTH. Provision (if any) for the repurchase of the interest of the stockholder.~~

other officer of the election by the Corporation to purchase such stock. Such notice shall state that such stockholder may receive the purchase price for such stock at the office of the corporation upon transfer to the corporation of the shares sold. If such notice of election to purchase shall not be given within the time above limited, the stockholder shall be at liberty to sell his stock to any other party provided that such sale is made within fifteen (15) days after the expiration of said twenty (20) days and at a price not less than the price at which it was offered to the Corporation.

SEVENTH. The address of the initial registered office of the corporation is 1441 Park Avenue, Cranston, Rhode Island 02920 (add Zip Code) and the name of its initial registered agent at such address is: George F. McDonald


Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 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 §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
George F. McDonald	1441 Park Avenue, Cranston, RI 02920

NINTH. The name and address of each incorporator is:

Name	Address
Cathy A. Weaver	1441 Park Avenue, Cranston, RI 02920
Ruth A. Hunter	1441 Park Avenue, Cranston, RI 02920

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

Immediately upon filing.

STATE OF RHODE ISLAND } City
COUNTY OF PROVIDENCE } In the Town of CRANSTON
in said county this 21st day of September, A.D. 1992
then personally appeared before me CATHY A. WEAVER and RUTH A. HUNTER,

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.

Diana A. Carter
Notary Public

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Filed & Piled SEP 22 1992
JMT#29
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