

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

Corp. ID #

86015

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 Estoril Corporation

(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 manage property, both real and personal, and to transact any other lawful business permitted from time to time under the Rhode Island business corporation act.

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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, \$1.00 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:

See Exhibit A.

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

See Exhibit B.

SEVENTH. The address of the initial registered office of the corporation is
5 Benefit Street, Providence, RI 02904 (add Zip Code)
and the name of its initial registered agent at such address is: ..
Richard H. Gregory III

Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is ~~two~~ zero 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
To be elected		
To be elected		

NINTH. The name and address of each incorporator is:

Name	Address
Richard H. Gregory III	5 Benefit Street, Providence, RI 02904

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

upon filing

STATE OF RHODE ISLAND } In the City
COUNTY OF Providence } Town } of Providence
in said county this twelfth day of September, A.D. 1995
then personally appeared before me Richard H. Gregory, II

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.

Willy E. P. Attle

Notary Public 2120192

Exhibit A

Original Articles of Incorporation

of

ESTORIL CORPORATION

FIFTH: The provisions relating to preemptive rights of the shareholders of the corporation shall be as follows:

The shareholders of the corporation shall be entitled to a preemptive right, for a period of thirty (30) days following the notice hereinafter referred to, to subscribe for, purchase or otherwise acquire in the proportions which their holdings of the shares of the common stock of the corporation bear to the outstanding common stock, any shares of the same class of the corporation, any equity and/or voting shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of equity and/or voting shares of any class of the corporation or for the purchase of any shares, bonds, securities or obligations of the corporation which are convertible into, or exchangeable for, or which carry any rights to subscribe for, purchase or otherwise acquire shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, whether having unissued or treasury status, and whether the proposed issue, reissue, transfer or grant is for cash, property or any other lawful consideration. The preemptive rights granted herein shall be deemed waived by any shareholder who does not so exercise them and pay for the shares, rights, options, bonds, securities or obligations within said thirty (30) days of receipt of notice in writing from the corporation stating the price, terms and conditions of the offering. After the expiration of said thirty (30) days, any and all of such shares, rights, options, bonds, securities or obligations of the corporation may be issued, reissued, transferred or granted by the corporation, as the case may be, to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms as the corporation in its discretion may determine. As used herein, the terms "equity shares" and "voting share" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights.

The provisions contained herein are in lieu of the provisions on preemptive rights contained in Section 7-1.1-24 of the Rhode Island Business Corporation Act.

Exhibit B
Original Articles of Incorporation
of
ESTORIL CORPORATION

SIXTH: For the regulation of the business and the conduct of the internal affairs of the corporation, it is provided as follows:

1. The corporation may, from time to time, and in conformity with the provisions of the Rhode Island Business Corporation Act (the "Act"), distribute to its shareholders, directly or by the purchase of its own shares, a portion of its assets, in cash or property out of the unreserved and unrestricted capital surplus of the corporation.

2. Except for those actions excluded by the provisions of the Act, any action required or permitted to be taken at a meeting of shareholders may be taken without a meeting upon the written consent of less than all the shareholders entitled to vote thereon if the shareholders 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 shareholders entitled to vote thereon were present. In the event of such written action, prompt notice of such action shall be given to all shareholders 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 noted in its by-laws and copies thereof are on file at the registered office of the corporation. Certificates of stock of the corporation are transferable only upon compliance with the provisions of said transfer restrictions.

4. No director of the corporation shall be personally liable to the corporation or to its stockholders for monetary damages for breach of the director's duty as a director; provided that nothing herein contained shall be construed to 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) with respect to the liability imposed pursuant to the provisions of Section 7-1.1-43 of the Act; or (iv) for any transaction from which the director derived an improper personal benefit (unless said transaction is permitted by Section 7-1.1-37.1 of the Act).