

State of Rhode Island and Providence Plantations
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

Double ii 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 carry on in its own behalf and in behalf of others, whether as agents, consultants, advisors, independent contractors, or otherwise, a general consultant and management advisory business relating to investments and the operation of business, plants, properties, real and personal property of every kind, in the United States and foreign countries, subject to the applicable laws thereof. To maintain executive and operating personal for the purpose of advising and assisting others in all matters relating to investments in the management and operation of businesses and other properties of every kind. To furnish business, investment and management plans and programs, to formulate policies and generally to advise and assist others, under contract or otherwise, in the management of their businesses, plants, properties, and investments. To buy and sell on its own behalf and on behalf of others in connection with the operation, management and development of individual and corporate businesses, projects and developments. To conduct research and to investigate businesses and enterprises of every kind and description throughout the world in order to secure information and data for capital investments, both for its own account and as agents for others. To engage in consultant and advisory work in connection with the organization, financing, management, operation, and reorganization of industrial and commercial enterprises. To manage and provide management for and supervise all or part of any and every kind of investment or business enterprise, and to contract or arrange with any corporation, association, partnership, or individual for the management, conduct, operation, and supervision of all kinds of investments and businesses. To advertise, promote, merchandise, market and otherwise provide the services authorized herein; to negotiate and contract with respect to furnishing of the same for or on behalf of any person, firm, or corporation, domestic or foreign; to enter into and carry out agency or joint arrangements for any persons, firms, or corporations engaged in like or similar activities; and to generally exploit the services and objects or the corporation by all lawful means and generally to conduct every lawful act.

obligations of the United States or of any state or territory or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.

(k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this

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

(a) *If only one class:* Total number of shares N/A

(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 8,000

(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.)

<u>CLASS</u>	<u>AMOUNT</u>	<u>PAR VALUE</u>	<u>VOTING RIGHTS</u>
Class A Common	4,000 Shares	\$1.00	Voting
Class B Common	4,000 Shares	\$1.00	Non-Voting

The Board of Directors of the Corporation is hereby expressly authorized to fix by a vote or votes any further powers preferences and rights, and the qualifications, limitations or restrictions thereof, that may be desired but which are not herein fixed by these 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: N/A

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

No stockholder shall sell or dispose of any of his shares of the common stock of the corporation without first offering the same to the corporation in writing for a period of fifteen (15) days at the lowest price at which he is willing to sell; and if the corporation shall not, within fifteen (15) days after receiving from such stockholder such written notice, tender to the stockholder the purchase price of such stock, the stockholder shall be at liberty to sell such stock within a further period of fifteen (15) days to any other person at a price not less than the price offered to the corporation. This provision shall be binding upon each stockholder, his heirs, executors, administrators and assigns. The right of a stockholder to transfer any of his shares to a pledgee as collateral security shall not be restricted, but the provisions of this paragraph shall apply to any transfer or sale by the pledgee in satisfaction of the pledge.

SEVENTH. The address of the initial registered office of the corporation is 170 Westminster Street, Suite 1100, Providence, Rhode Island 02903 (add Zip Code) and the name of its initial registered agent at such address is: Richard R. Tasca

EIGHTH. The number of directors constituting the initial board of directors of the corporation is _____ 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.)

<i>Name</i>	<i>Address</i>
Unknown at this time.	

NINTH. The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
Richard R. Tasca	133 Glenridge Road, Cranston, RI
Peter J. Rotelli	89 Washburn Avenue, East Providence, RI

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

STATE OF RHODE ISLAND } In the City } of Providence
COUNTY OF PROVIDENCE } ~~Town~~ }

in said county this 20th day of December, A.D. 1982
then personally appeared before me Peter J. Rotelli and Richard R. Tasca

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.

Kenneth Lynn Thomas
Notary Public

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