

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 LAWRENCE - SUTCLIFFE, 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 engage in and carry on any lawful act or activity for which corporations may be organized under the Rhode Island Business Corporation Act, which shall include buying, selling and otherwise dealing in insurance; and to have all powers conferred upon corporations organized under the Rhode Island Business Corporation Act.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.

(b) To sue and be sued, complain and defend, in its corporate name.

(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money and to use its credit to assist its employees.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality 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
(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 300
(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.)

"Class A Voting Common Stock;
Total Number of Shares Authorized: 100
No Par Value.

Class B Non-Voting Common Stock;
Total Number of Shares Authorized: 200
No Par Value.

All of said shares shall be identical in all respects except that all voting rights shall be vested in the Class A Voting Common Stock and the Class B Non-Voting Common Stock shall have no voting rights unless required by law."

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

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

SEE ATTACHMENT "A"

SEVENTH. The address of the initial registered office of the corporation is 511 Putnam Pike, Greenville, RI 02828 (add Zip Code) and the name of its initial registered agent at such address is: Barbara Braun Schoenfeld, Esq., Edwards & Angell, 2700 Hospital Trust Tower, Providence, RI 02903

EIGHTH. The number of directors constituting the initial board of directors of the corporation is none 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
Gerald P. Lawrence - President	511 Putnam Pike, Greenville, RI 02828
Barry J. Sutcliffe - Vice President & Treasurer	511 Putnam Pike, Greenville, RI 02828
George L. Sutcliffe - Secretary	511 Putnam Pike, Greenville, RI 02828

NINTH. The name and address of each incorporator is:

Name	Address
Barbara Braun Schoenfeld, Esq.	Edwards & Angell 2700 Hospital Trust Tower Providence, RI 02903

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

Upon the filing of these articles

Dated December 12, 1982

Barbara Braun Schoenfeld

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

in said county this 22nd day of December, A.D. 1982

then personally appeared before me Barbara Braun Schoenfeld, Esq.

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.

Kathleen J. Domingus

Notary Public
KATHLEEN J. DOMINGUS
My Commission Expires June 30, 1986

2235

12228 1365A14 1000

DEC 22 1982

ATTACHMENT "A"

SIXTH: The corporation and the other shareholders shall have the right prior to the transfer of shares of stock of any shareholder, whether during the lifetime or upon the death of a shareholder, to purchase said shares at the price hereinafter specified before the same shall be transferred to any other party. The shareholder (which term, as used herein, shall include his personal representative) shall give written notice to the corporation and to the other shareholders at least thirty (30) days prior to any transfer, setting forth the identity of the transferee and the terms of the proposed transfer. The corporation shall exercise its right to purchase within fifteen (15) days after such notice and if the corporation shall decide to purchase said shares, such shareholder shall upon tender of the purchase price thereof, transfer to the corporation the shares so sold. If the corporation shall not elect to purchase said shares within the said fifteen (15) days, then the other shareholders shall have a further period of fifteen (15) days to exercise their right to purchase on the same terms. If more than one shareholder shall exercise his right to purchase, the shares shall be allocated between them on the basis of shares previously owned. If neither the corporation nor the other shareholders ~~shall elect to purchase said shares, then such shareholder may,~~ at any time within twenty (20) days after the expiration of said thirty (30) days, transfer said shares to the transferee named in said notice and in the case of a sale at not less than the price at which the same were offered to the corporation. The price at which the corporation and the other shareholders shall have a right to purchase shall be (a) in the case of a sale, the lowest price at which the shareholder proposes to sell to any other party, and (b) in the case of a gift bequest or other transfer not involving a sale, the fair market value per share as determined by an arbitrator agreed upon by the parties and, in the absence of such agreement, pursuant to the rules of the American Arbitration Association, then in effect.