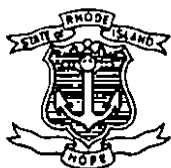


Filing and License Fee: \$230.00 minimum

ID Number: 153117



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.2 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is THEA'S LEASING, INC.

(This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The total number of shares which the corporation has authority to issue is:

(a) If only one class: Total number of shares 100,000 common stock, no par value

or

(b) If more than one class: Total number of shares of each class _____

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:

3. The address of the initial registered office of the corporation is 95 Chestnut Street

(Street Address, not P.O. Box)

Providence

(City/Town)

, RI 02903

(Zip Code)

and the name of its initial registered agent

at such address is Norman Jay Bolotow

(Name of Agent)

4. The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.
5. Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.

FILED

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6. Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

Additional provisions are set forth on Exhibit A attached hereto and made a part hereof.

7. The name and address of each incorporator is:

Name

Address

Norman Jay Bolotow

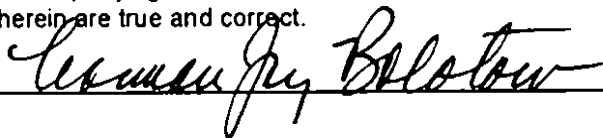
95 Chestnut Street, Providence, RI 02903

8. These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: _____

1/19/06



Signature of each Incorporator

Exhibit A

(a) Action by the stockholders pursuant to Rhode Island General Laws, Section 7-1.2-707 (b) is hereby authorized, except for actions pursuant to Rhode Island General Laws, Section 7-1.2-1002 or Section 7-1.2-1102.

(b) No director or stockholder undertaking to exercise the responsibilities of a director shall have personal liability to the corporation or to its stockholders for monetary damages for breach of such director's or stockholder's duty as a director or, in the case of a stockholder, duty as a person undertaking to exercise the responsibilities of a director; provided that this provision shall not eliminate or limit the liability of such director or stockholder for: (i) any breach of such director's or stockholder's duty of loyalty to the corporation or its stockholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) liability imposed pursuant to the provisions of Rhode Island General Laws Section 7-1.2-811; or (iv) any transaction from which such director or stockholder derived an improper personal benefit (unless said transaction is permitted by Rhode Island General Laws Section 7-1.2-807).

(c) The corporation elects to not have the preemptive rights otherwise authorized by Rhode Island General Laws, Section 7-1.1-613.

(d) The business and affairs of the corporation shall be managed by the stockholders, who shall have all the authority of Directors pursuant to Rhode Island General Laws, Section 7-1.2-1701, and there shall be no Board of Directors.