

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. I.D. # 75218

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 THE BIG NEW ENGLAND FOOTBALL CLINIC, 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 conduct on an annual basis the teachings and instructions of the sport of football, from player development, coaching, promotion, advertising, physical conditioning, weight & strength training, play calling, game plans, recruitment of players, networking, position, personel, game films, blocking & tackling techniques from youth football through professional football and to do any and all other acts which are legal and lawful.

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CORPORATIONS DIVISION
STATE OF RHODE ISLAND

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

(a) *If only one class:* Total number of shares ... 500 ...

(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.)

common stock with no 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:

No stockholder shall sell any stock held by him in the corporation until the same shall have been first offered for sale in writing to said corporation and second offered for sale to the individuals presently holding stock at the lowest price at which he is willing to sell said stock.

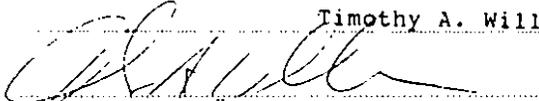
Said offer shall be made in writing and if the same shall not be accepted by the corporation within 30 days and by the individual stockholder within the following 30 days from the date thereof, the said stockholder may sell his stock to whomsoever he may desire at no less than the original offered price.

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

The Board of Directors shall have the control and general management of the affairs and business of the corporation, such directors shall in all cases act as a board, regularly convened, by a majority, and they may adopt such rules and regulations for the conduct of their meetings and the management of the company, as they may deem proper, not inconsistent with these By-laws and the laws of the State of Rhode Island.

SEVENTH. The address of the initial registered office of the corporation is
1226 Main Street, West Warwick, RI 02893 (add Zip Code)
and the name of its initial registered agent at such address is:

Timothy A. Williamson



Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 2 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
Chester N. O'Neill, President	41 Verdant Circle, N. Kingstown, RI
Joseph A. Wirth, V. President	21 Brookside Ave., 02852
Joseph A. Wirth, Secretary	Barrington, RI 02806
Chester N. O'Neill, Treasurer	41 Verdant Circle, N. Kingst., RI 02852

NINTH. The name and address of each incorporator is:

Name	Address
Timothy A. Williamson	1226 Main Street, W. Warw., RI 02893

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

December 30, 1993

STATE OF RHODE ISLAND

COUNTY OF

} In the ~~CITY~~
Town }

of West Warwick

in said county this 28th day of December, A.D. 19 93

then personally appeared before me Timothy A. Williamson

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.


Notary Public