

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 02903-1335

Corp. I.D. # 89823

## BUSINESS CORPORATION

## 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 GENESIS MARKETING GROUP, LTD

(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:

MANUFACTURING AND MARKET ADVERTISING OF SPECIALTY ITEMS, AND ANY  
LAWFUL ACT INCIDENT THERETO.

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MAY 30 12 36 PM '96

**FILED**

MAY 30 1996

By RP# SC-16 2053

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

400 - NO PAR

(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 .....

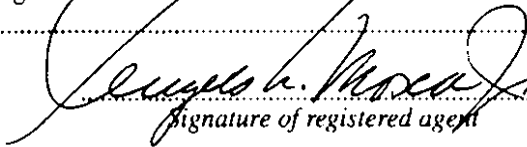
(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including 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:

The corporation shall have the right in case of sale of any stock by stockholder to purchase said stock at the lowest price at which such stockholder is willing to sell the same before such stock may be sold to another party; and no sale to any party other than the corporation shall be valid unless such stock shall first have been offered in writing to the corporation at the lowest price at which the stockholder is willing to sell, and unless such offer shall have been rejected or shall not have been acted on by the corporation within sixty (60) days after such offer has been made. The remaining stockholders shall have the power to accept or reject all offers on behalf of the corporation in accordance with the foregoing provisions may at any time within sixty (60) days of the rejection of the offer by the corporation, or if said offer shall have been received by the corporation, sell the stock offered to the corporation to any party but not at a price lower than that at which said stock shall have been previously offered to the corporation and the corporation may require affidavits and other evidence documentary or otherwise, from the stockholder or purchaser of such stock as to the purchase price of each such stock before transferring such stock on the books of the corporation. The remaining stockholders of the corporation may, in certain instances, consent to any such proposed sale, but not such consent or waiver shall be deemed to extend to or on subsequent instance.

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

SEVENTH: The address of the initial registered office of the corporation is 993 CHALKSTONE AVENUE, PROVIDENCE, RI 02908 (add Zip Code) and the name of its initial registered agent at such address is: ANGELO A. MOSCA, JR.

  
Signature of registered agent

EIGHTH: The number of directors constituting the initial board of directors of the corporation is 0 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
NICHOLAS SANMARTINO, PRESIDENT	P.O. BOX 3376, PROVIDENCE, RI 02909
NICHOLAS SANMARTINO, SECRETARY	P.O. BOX 3376, PROVIDENCE, RI 02909
NICHOLAS SANMARTINO, TREASURER	P.O. BOX 3376, PROVIDENCE, RI 02909

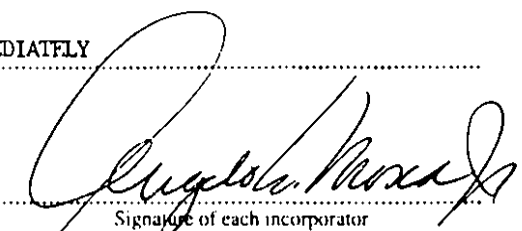
NINTH: The name and address of each incorporator is:

Name	Address
ANGELO A. MOSCA, JR.	993 CHALKSTONE AVENUE, PROVIDENCE, RI 02908

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

IMMEDIATELY

Dated May 30, 1996

  
Signature of each incorporator

STATE OF RHODE ISLAND } City  
COUNTY OF PROVIDENCE } In the Town of PROVIDENCE  
in said County this 29th day of MAY, A.D. 19 96  
then personally appeared before me ANGELO A. MOSCA, JR.  
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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.

*Jim B. Sullivan*  
Notary Public Jim B. Sullivan  
my Comm. Expires 1/23/97