

Filing Fee: \$150.00

ID Number: 132924



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)

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:

1. The name of the corporation is KBV Training & Coaching, Inc.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended) (Strike if inapplicable.)

2. The period of its duration is (if perpetual, so state) perpetual

3. The specific purpose or purposes for which the corporation is organized are:
Provision of training and coaching services to managers and executives of for profit and
not for profit organizations and the transaction of any and all lawful business for which
corporations may be incorporated under Chapter 7-1.1 of the General Laws, 1956, as amended

4. The aggregate number of shares which the corporation shall have authority to issue is:
(a) *If only one class:* Total number of shares 1000 (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.):
All of such shares are to be without par value

(b) *If more than one class:* Total number of shares or (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 Chapter 7-1.1 of the General Laws, 1956, as amended, 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.):

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

Shareholders' pre-emptive rights shall be governed by Section 7-1.1-24 of the General
Laws, 1956, as amended.

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6. Provisions, if any, for the regulation of the internal affairs of the corporation:

See attached.

7. The address of the initial registered office of the corporation is 88 Sandy Brook Road, North Scituate

(Street Address, not P O Box)

, RI 02857

and the name of its initial registered agent

at such address is Karen Benz Venturini

(City/Town)

(Zip Code)

(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is 1 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 Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
	<u>Karen Benz Venturini</u>	<u>88 Sandy Brook Rd., North Scituate, RI 02857</u>

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Karen Benz Venturini</u>	<u>88 Sandy Brook Rd., North Scituate, RI 02857</u>

10. Date when corporate existence is to begin July 1, 2003

(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: June 26, 2003

Karen Benz Venturini

Signature of each Incorporator

STATE OF Rhode Island
COUNTY OF Providence

In Cranston, on this 26th day of June, 2003, personally appeared before me Karen Benz Venturini 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.

[Signature]
Notary Public
My Commission Expires 7/30/05

Shares of KBV Training & Coaching, Inc. cannot be sold or transferred to a "C" corp. or any other entity that exists that can change or eliminate the "S" corp. status. No stockholder shall transfer any of his capital stock without par value, except by will or intestacy without first offering the same to the corporation at the lowest price at which he is willing to sell the same, said offer to be in writing and to include a statement of the names and addresses of the transferee or transferees to whom the stockholder intends to sell and transfer his stock if his said offer is not accepted by the corporation at its principal place of business. The corporation through its stockholders shall have fifteen (15) days after the date of delivery of said offer and statement to accept or reject said offer and until action thereon shall be taken or until the expiration of said fifteen (15) days, whichever shall first occur, no transfer of such stock shall be made by the stockholder submitting the offer, but if the stockholders shall reject said offer, or if no action shall be taken by them prior to the expiration of said fifteen (15) days, such stockholder may then sell said stock at not less than the price fixed in said offer to any transferee or transferees described in said statement at any time within three (3) months after the expiration of said fifteen (15) days, but not otherwise or thereafter without again complying with the provisions of the paragraph herein. Transfers by way of pledge, attachment or other encumbrances are intended to be included in the prohibitions of the paragraph herein. Any transfer contrary to the foregoing provisions shall be void. The corporation by resolutions of its stockholders, however, may waive the foregoing provisions with respect to any particular transfer. That the corporation comply with Section 1244 of the Internal Revenue Code.