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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Corporations Division
OFFICE OF THE SECRETARY OF STATE
100 NORTH MAIN STREET, PROVIDENCE, RHODE ISLAND 02903

NON-PROFIT CORPORATION

ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

- 1. The name of the corporation is MSC Realty, Inc.
- 2. The period of its duration (if perpetual, so state) perpetual
- 3. The specific purpose or purposes for which the corporation is organized are:

a non-profit corporation organized exclusively for charitable purposes including the ownership, management and development of real estate and any other activities in furtherance of the corporation's charitable purposes, permitted to corporations under the Rhode Island Nonprofit Corporation Act (the "Act") and by charitable corporations exempt from taxation pursuant to Section 501(c)(2) of the Internal Revenue Code of 1986, as amended (the "Code").

- 4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these Articles of Incorporation for the regulation of the internal affairs of the corporation:

See Exhibit A attached and made a part hereof.

- 5. The address of the initial registered office of the corporation is Brown Rudnick Freed & Gesmer, One Providence Washington Plaza, Providence, RI 02903,
(Street Address, Not P.O. Box)
and the name of its initial registered agent at such address is Louise Durfee.

Name of Agent

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PROVIDENCE, RHODE ISLAND

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6. The number of directors constituting the initial Board of Directors of the corporation is SIX,
(minimum three)
and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
<u>Barry G. Hittner, Esq.</u>	<u>121 Hazard Avenue, Providence, RI 02906</u>
<u>Malcolm Chace, Jr.</u>	<u>Baldwin Brothers, 4th Floor, One Providence Washington Plaza, Providence, RI 02903</u>
<u>Wilson G. Saville, II</u>	<u>Barrett Investments, 42 Weybosset Street, Providence, RI 02903</u>
<u>John R Galvin, CPA</u>	<u>Collette Tours, 162 Middle Street, Pawtucket, RI 02860</u>
<u>John T. Murphy, Partner</u>	<u>KPMG, 50 Kennedy Plaza, 600 Fleet Center, Providence, RI 02903</u>
<u>Patricia Carbone Colgan</u>	<u>55 Red Barn Lane, East Greenwich, RI 02818</u>

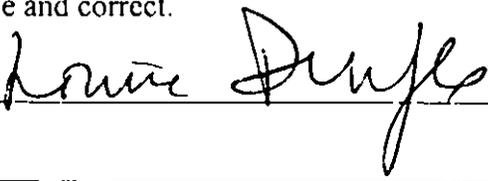
7. The name and address of each incorporator is

<u>Name</u>	<u>Address</u>
<u>Louise Durfee</u>	<u>Brown Rudnick Freed & Gesmer One Providence Washington Plaza Plaza, Providence, RI 02903</u>

8. Date when corporate existence to begin: upon filing.
*Not prior to, nor more than 30 days after, the filing of these
Articles of Incorporation*

Dated July 2, 2001

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.



Signature of each incorporator

MSC Realty, Inc.

Exhibit A

Attachment to Article FOURTH

1. Nonprofit. The corporation is not organized for profit.
2. Tax Exempt Status. Notwithstanding any other provision of these Articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(2) of the Code, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(2) of the Code or corresponding provisions of any subsequent tax laws.
3. Distributions in Liquidation. In the event of liquidation or dissolution of the corporation, after payment of or provision for all of the liabilities of the corporation, all of the assets of the corporation shall be distributed, pursuant to Sections 7-6-51 and 7-6-52 of the Rhode Island General Laws, to one or more organizations with similar purposes and exemption under Section 501(c)(2) or Section 501(c)(3) of the Code, organized for nonprofit purposes and contributions to which are deductible under Section 170(c) of the Code.
4. No Private Inurement. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any private individual, including any director or employee of the corporation (collectively, "Private Individuals"), and no Private Individuals shall receive or be lawfully entitled to receive any pecuniary profit of any kind therefrom, except that the corporation may pay to any Private Individual reasonable compensation or payments for services or activities in furtherance of one or more of its purposes.
5. Prohibited Activities. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.
6. Nondiscrimination. The corporation's policy to offer equal employment opportunities and services includes the recognition that harassment of people on account of race, color, religion, sex, sexual orientation, age, national origin, or disability will not be tolerated.
7. Elimination of Directors' Personal Liabilities. No director of the corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director; provided, however, that this paragraph shall not eliminate or limit the liability of a director of the corporation (i) for any breach of the director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. No amendment, modification or repeal of this paragraph, directly or by adoption of an inconsistent provision of these Articles, shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment, modification or repeal. No director of the corporation shall be compensated by the corporation for serving in such capacity.