

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. # 99427

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 Thomas J. McAndrew, Esq., 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:

To engage in the practice of law and all related services and activities; and for any other lawful purpose or purposes for which a corporation may be formed under Rhode Island General Laws, (1956), as amended, Title 7, Chapter 5.1.

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

(a) *If only one class:* Total number of shares . 8,000

(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 - All Shares are with \$1.00 par value.

or

(b) *If more than one class:* Total number of shares N/A

(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 preemptive rights set forth in Rhode Island General Laws, (1956) as amended, Section 7-1.1-24 are denied to the stockholders

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

(a) Action by the stockholders pursuant to Rhode Island General Laws, (1956), as amended, Section 7-1.1-30.3(b) is hereby authorized.

(b) No 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 stockholder's 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 stockholder for : (i) any breach of such stockholder's duty or 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; (iii) liability imposed pursuant to the provisions of Rhode Island General Laws §7-1.1-43; or (iv) any transaction from which such stockholder derived an improper personal benefit (unless said transaction is permitted by Rhode Island General Laws §7-1.1-37.1).

SEVENTH: The address of the initial registered office of the corporation is 171 Broadway, Providence, RI 02903 (add Zip Code) and the name of its initial registered agent at such address is: Calenda & Iacoi, Ltd. (JAI)

JAI
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
Thomas J. McAndrew, President	6 Wingate Road Providence, RI 02906
.....
.....
.....
.....

NINTH: The name and address of each incorporator is:

Name	Address
James A. Iacoi	Calenda & Iacoi, Ltd. 171 Broadway Providence, RI 02903
.....
.....
.....

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

May 1, 1997

Dated April 3, 1997

JAI
Signature of each incorporator

STATE OF RHODE ISLAND } City
COUNTY OF Providence } In the ~~TOWN~~ } of Providence.....

in said County this 3rd day of April, A.D. 1997
then personally appeared before me James A. Jacai

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.

Lucina V. Dolan
Notary Public 7/7/97

FILED
APR 07 1997
By *J. Gallardo*
@ 181818

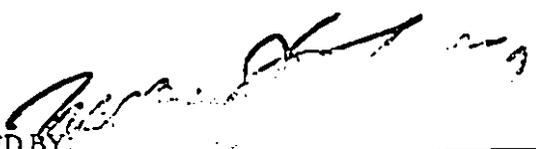
POLICY NO. LP71074		POLICY DECLARATIONS		4-Mar-97
NAME AND ADDRESS OF AGENCY <div style="text-align: right; margin-right: 50px;">617 482-3100</div> Aon Risk Services Inc. Of Mass. 99 High Street Boston, MA 02110		INSURANCE COMPANY TWIN CITY FIRE c/o First State Management Group 150 Federal Street Boston, MA 02110		
NAME AND MAILING ADDRESS OF INSURED THOMAS MCANDREW 1800 HOSPITAL TRUST TOWER PROVIDENCE, RI 02903 Item 1.		LP65383	POLICY TYPE Lawyers Professional	
		Item 2. 03/04/97	POLICY PERIOD (INCEPTION) TO 03/04/98	
		12:01 AM standard time at the address of Named Insured as stated herein.		
LAWYERS PROFESSIONAL LIABILITY POLICY				

- ITEM 3. LIMITS OF LIABILITY \$1,000,000 ALL CLAIMS ARISING OUT OF THE SAME, RELATED OR CONTINUING PROFESSIONAL SERVICES.
- \$2,000,000 AGGREGATE
- ITEM 4. DEDUCTIBLE AMOUNT \$5,000
 (includes claims expenses)
- ITEM 5. PREMIUM SCHEDULE

CLASSIFICATION	NUMBER	PREMIUM
Lawyers	1	\$3,294.00
Public Official(s)		
Title Agent(s)		
Title Agency		
TOTAL PREMIUM		\$3,294.00

ITEM 6. POLICY AND ENDORSEMENT FORM NUMBERS: XP00560395 XP00110992
 XP21011092 XP27030195 XP99101092 XP01011092 XP99011092
 XP27041195 XP01171296 XP02020195 XP20021092

THIS IS A CLAIMS - MADE POLICY • PLEASE READ IT CAREFULLY


 COUNTERSIGNED BY: _____ AUTHORIZED SIGNATURE

XP00110992