

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. #

85127

## 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 F&E Realty Corporation

(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:  
See Exhibit A attached hereto and incorporated herein by reference.

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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.....5,000.....

(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; all of such shares are to be without 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.)

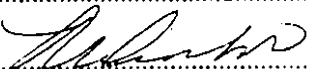
FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

N/A

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

The regulation of the internal affairs of the Corporation is governed by the provisions of its By-laws

SEVENTH. The address of the initial registered office of the corporation is 366 Thames Street; P.O. Box 2000; Newport, RI 02840 (add Zip Code) and the name of its initial registered agent at such address is: Richard G. Winkler, Esq.

  
Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is three (3) 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: to be elected

(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
President - to be elected	
Vice President - to be elected	
Treasurer - to be elected	
Secretary - to be elected	

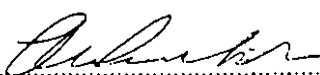
NINTH. The name and address of each incorporator is:

Name	Address
Richard G. Winkler, Esq	366 Thames Street
	P.O. Box 2000
	Newport, RI 02840

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

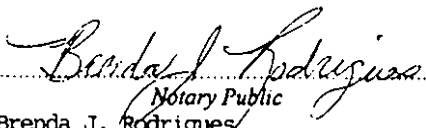
Upon filing of Articles of Incorporation in the offices of the RI Secretary of State

Dated June 16, 1995

  
Signature of each incorporator  
Richard G. Winkler

STATE OF RHODE ISLAND } City  
COUNTY OF Newport } In the } of Newport  
in said County this 16th day of June, A.D. 1995  
then personally appeared before me Richard G. Winkler

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  
Brenda J. Rodrigues  
My commission expires: 7/11/95

## EXHIBIT A

### PURPOSE AND GENERAL CHARACTER OF F&E REALTY CORPORATION

The purpose and principal general character of the business of the Corporation is to:

a) acquire, invest in, pledge, market, sell, lease, rent, develop, improve, mortgage, operate, and manage real property of every kind and description, and ventures ancillary thereto, in such states and jurisdictions as shall be determined, from time to time, by the Corporation.

b) to purchase or otherwise acquire, invest it, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade in and deal in and with personal property of every kind, class and description (including, without limitation, goods, wares and merchandise of every kind, class and description), to manufacture goods, wares and merchandise of every kind, class and description and to render services of every kind, class and description; both on its own account and for others.

c) to borrow or lend money, and to make and issue notes, bonds, debentures, obligations, and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, or otherwise, without limit as to amount, and to secure the same by mortgage, pledge, or otherwise and generally to make and perform agreements and contracts of every kind and description.

d) to purchase, receive, take by grant, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real property, or any interest therein, wherever situated.

e) to subscribe for, take, acquire, hold, sell, exchange and deal in shares, stocks, bonds, obligations and securities of any corporation, government, authority or company; to form, promote, subsidize and assist companies, syndicates or partnerships of all kinds and to finance and refinance the same; and to guaranty the obligations of other persons, firms or corporations.

f) to carry on any business, operation or activity referred to in the foregoing paragraphs either alone or in conjunction with, or as a partnership, joint venture or other arrangement with, any corporation, association, trust, firm or individual.

g) in general, to do any act necessary or incidental to the conduct of said businesses and in the transaction thereof, to carry on any other business, and to do any other things permitted by all present and future laws of the State of Rhode Island applicable to business corporations.