

Corp. I.D.# _____

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

PROFESSIONAL SERVICE CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

CHARLES S. SOKOLOFF INCORPORATED

The undersigned, acting as incorporator of a corporation under Chapters 7-1.1 and 7-5.1 of the Rhode Island General Laws, 1956, as amended, (which Chapters and references to sections thereof shall include, as the context permits, amendments thereto and future enactments in lieu thereof, and the corresponding sections of any such future enactments, and, which Chapters, as so amended or reenacted, may hereinafter sometimes be referred to as the ("Act")) adopts the following Articles of Incorporation for such corporation.

FIRST. The name of the corporation is CHARLES S. SOKOLOFF INCORPORATED, a close corporation pursuant to 7-1.1-51 of the Rhode Island General Laws, 1956, as amended.

SECOND. The period of its duration is perpetual.

THIRD. The purpose or purposes for which the corporation is organized are:

1. To engage in the practice of law and render professional legal and related services and do anything and everything necessary or proper in connection therewith which would be permitted to be done by an individual attorney authorized to practice law, except as otherwise provided in said Act, or by rule of the Rhode Island Supreme Court.

2. To engage in any lawful act or activity for which corporations may be organized under said Chapter 7-1.1 except as and to the extent prohibited, limited or restricted by said Chapter 7-5.1.

The corporation shall have all powers authorized under the Act, including, without being limited to those set forth in Sections 7-1.1-4, 7-1.1-4.1, 7-1.1-4.2, and 7-5.1-3 of the Act, to the fullest extent permitted by law.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is Eight Thousand (8,000) shares common stock, par value, One Dollar (\$1.00) per share, which shall be divided into two (2) classes, as follows:

Four Thousand (4,000) shares Class A, voting common stock, and

Four Thousand (4,000) shares Class B, non-voting common stock.

The holders of the Class A voting common stock shall have full and exclusive voting rights (except as otherwise required by law). Each Class A, voting common share shall entitle the holder thereof to one (1) vote.

The holders of the Class B, non-voting common stock shall not be entitled to vote, except with respect to matters as to which voting rights are mandated by the Act.

Except as herein provided with respect to voting rights, the Class A non-voting common shares and the Class B voting common shares shall be identical in all respects and shall have equal rights and privileges.

FIFTH. Provisions dealing with the preemptive right of shareholders pursuant to Section 7.1.1-24 of the Rhode Island General Laws, 1956, as amended:

Shareholders shall have no preemptive right to acquire unissued or treasury shares or securities convertible into shares or carrying a right to subscribe to or acquire shares.

SIXTH. Provisions for the regulation of the internal affairs of the corporation:

The corporation and its officers, directors, shareholders and employees shall at all times be subject to the Rhode Island Professional Service Corporation Law (said Chapter 7-5.1) as such law may from time to time be amended; and no person shall become or remain an officer, director, shareholder or employee of the corporation unless so permitted in accordance with said Rhode Island Professional Service Corporation Law.

No director of the corporation (which term, for purposes of this paragraph, shall include shareholders, officers or other persons exercising any or all of the powers normally vested in a board of directors, as permitted under Section 7-1.1-51 of the Act shall be personally

under Section 7-1.1-51 of the Act shall be personally liable to the corporation or its shareholders for monetary damages for breach of such person's duties as a director; provided that nothing herein contained shall be construed to eliminate or limit the liability of a director (i) for a breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for liability to the extent imposed pursuant to the provisions of Section 7-1.1-43 of the Act, or (iv) for any transaction from which the director derived an improper personal benefit (unless such transaction is permitted by Section 7-1.1-37.1 of the Act). If under applicable law, now or in the future, corporate action is authorized permitting the corporation further to eliminate or limit the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent so permitted. The corporation shall have the authority, by provisions in its bylaws or by duly authorized agreements with directors, officers, employees or agents of the corporation, to indemnify such persons from liability to the fullest extent permitted by applicable law from time to time in effect. Any repeal or modification of this provision by the corporation shall not adversely affect any right or protection of a director, officer, employee or agent of the corporation existing prior to such repeal or modification.

Action by shareholders without a meeting pursuant to Section 7-1.1-30.3 of the Act, and, in particular, action by less than all of the shareholders entitled to vote as provided in subsection (b) thereof, is hereby authorized.

The corporation is hereby authorized to make distributions to its shareholders out of its unreserved and unrestricted capital surplus in accordance with Section 7-1.1-41 of the Act.

SEVENTH. The address of the initial registered office of the corporation is 300 Plaza Center, 68 Cumberland Street, Woonsocket, Rhode Island 02895, and the name of its registered agent at such address is Charles S. Sokoloff.

EIGHTH. Initially the corporation shall not have a board of directors, but the bylaws of the corporation may at any time in the future provide for a board of directors or may make any provision with respect thereto authorized by Section 7-1.1-51 of the Act, but

subject to said Chapter 7-5.1. The names and addresses of the persons who are to serve as officers of the corporation until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President, Secretary, and Treasurer	Charles S. Sokoloff	300 Plaza Center 68 Cumberland Street Woonsocket, RI

NINTH. The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Charles S. Sokoloff	300 Plaza Center 68 Cumberland Street Woonsocket, RI 02895

TENTH. Corporate existence shall begin on July 1, 1990.

Dated: June 29, 1990.

Charles S. Sokoloff

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In the City of Woonsocket, in said County and State, on this 29th day of June, 1990, then personally appeared before me Charles S. Sokoloff, to me known and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument, by him subscribed, to be his free act and deed.

Peter Beauchard

Notary Public
Peter T. Beauchard

2660

161828

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.

JUN 29 2 21 PM '90

12405
[Signature]

ACORD. CERTIFICATE OF INSURANCE

ISSUE DATE (MM/DD/YY)

0628-90

PRODUCER

A. A. BROWN AGENCY, INC.
PO BOX 629
WOONSOCKET, RI 02895

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW

COMPANIES AFFORDING COVERAGE

CODE	SUB-CODE	COMPANY LETTER A	NEW ENGLAND INSURANCE CO.
INSURED		COMPANY LETTER B	
		COMPANY LETTER C	
		COMPANY LETTER D	
		COMPANY LETTER E	

CHARLES S. SOKOLOFF INCORPORATED
68 CUMBERLAND STREET
WOONSOCKET, RI 02895

COVERAGES

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

CO LTR	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YY)	POLICY EXPIRATION DATE (MM/DD/YY)	ALL LIMITS IN THOUSANDS
	GENERAL LIABILITY				GENERAL AGGREGATE \$
	COMMERCIAL GENERAL LIABILITY				PRODUCTS-COMP/OPS AGGREGATE \$
	CLAIMS MADE OCCUR.				PERSONAL & ADVERTISING INJURY \$
	OWNER'S & CONTRACTOR'S PROT.				EACH OCCURRENCE \$
					FIRE DAMAGE (Any one fire) \$
					MEDICAL EXPENSE (Any one person) \$
	AUTOMOBILE LIABILITY				COMBINED SINGLE LIMIT \$
	ANY AUTO				BODILY INJURY (Per person) \$
	ALL OWNED AUTOS				BODILY INJURY (Per accident) \$
	SCHEDULED AUTOS				PROPERTY DAMAGE \$
	HIRED AUTOS				
	NON-OWNED AUTOS				
	GARAGE LIABILITY				
	EXCESS LIABILITY				EACH OCCURRENCE \$
	OTHER THAN UMBRELLA FORM				AGGREGATE \$
	WORKER'S COMPENSATION				STATUTORY \$
	AND				(EACH ACCIDENT)
	EMPLOYERS' LIABILITY				(DISEASE-POLICY LIMIT)
					(DISEASE-EACH EMPLOYEE)
A	OTHER LAWYER'S PROFESSIONAL LIABILITY INSURANCE	LP41680	9-1-89	9-1-90	\$1,000,000. ALL CLAIMS ARISING OUT OF SAME, RELATED OR CONTINUING PROFESSIONAL SERVICES. \$2,000,000. AGGREGATE 1,000. DEDUCTIBLE
DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES/RESTRICTIONS/SPECIAL ITEMS					

CERTIFICATE HOLDER

CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, THE ISSUING COMPANY WILL ENDEAVOR TO MAIL 20 DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE LEFT, BUT FAILURE TO MAIL SUCH NOTICE SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE COMPANY, ITS AGENTS OR REPRESENTATIVES.

AUTHORIZED REPRESENTATIVE

KG

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RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
JUN 29 2 21 PM '90