Filing Fee: $150.00

ID Number: 131229

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 JPM **Realty Corp.**

(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:

Real esate holding, property management and any other lawful purpose

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.):

No par value Common Shares

or

(b) *If more than one class:* Total number of shares _____ (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:

See attached Exhibit A

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Form No. 100
Revised: 01/99

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

The internal affairs of the corporation shall regulate its operations

7. The address of the initial registered office of the corporation is **200 Centerville Road, Suite One** (Street Address, not P.O. Box) **Warwick** (City/Town), RI **02886** (Zip Code) and the name of its initial registered agent at such address is **Paul P. Pederzani III, Esq.** (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.)

Title	*Name*	*Address*
President	**Darlene E. Joaquin**	**1331 Main Street, West Warwick, RI 02893**
Vice-President	**Darlene E. Joaquin**	**1331 Main Street, West Warwick, RI 02893**
Treasurer	**Darlene E. Joaquin**	**1331 Main Street, West Warwick, RI 02893**
Secretary	**Darlene E. Joaquin**	**1331 Main Street, West Warwick, RI 02893**

9. The name and address of each incorporator is:

Name	*Address*
Paul P. Pederzani III, Esq.	**200 Centerville Road, Suite One Warwick, RI 02886**

10. Date when corporate existence is to begin Upon Filing (not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: **3/26/03**

Paul P. Pederzani III

Signature of each Incorporator

STATE OF **Rhode Island**

COUNTY OF **Kent**

In **Warwick**, on this 26th day of March, **2003**, personally appeared before me PAUL P. PEDERZANI III, 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

My Commission Expires: 11/20/05

Exhibit A

Any stockholder including the heirs, assigns, executors or administrators of a deceased stockholder, desiring to sell or transfer any stock of this Corporation shall first offer such stock to the Corporation through its Board of Directors at not more than the book value of such stock as shown upon a financial statement of the Corporation to be drawn as of the first of the month preceding the offer, provided, however, that the Corporation shall exercise its right to purchase within thirty (30) days after the stockholder shall have notified it in writing of his/her desire to sell said shares, and if the Corporation shall decide to purchase said shares, such stockholder shall, upon proper tender of the price thereof, transfer to the Corporation his/her shares so sold, and if the Corporation shall elect not to purchase said shares within thirty (30) days, then such stockholder may at any time after the expiration of said thirty (30) days, sell shares to any other party but not at less than the price at which the same was offered to this Corporation.