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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 Ten31 Productions, Inc.

(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:

See Exhibit A

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

(a) If only one class: Total number of shares 2,000 (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.):

No par- common

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

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

7. The address of the initial registered office of the corporation is One Ship Street

Providence, RI 02903 and the name of its initial registered agent
(City/Town) (Zip Code)
at such address is Marc A. Greenfield
(Name of Agent)

8. 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 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.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
<u>Soc.</u>	<u>Stephen M. Litwin</u>	<u>1 Ship St, PIN RI 02903</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Stephen M. Litwin</u>	<u>One Ship Street, Providence, Rhode Island 02903</u>
_____	_____
_____	_____

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: April 29, 2003

Stephen M. Litwin

Signature of each Incorporator

STATE OF Rhode Island
COUNTY OF Providence

In Providence, on this 29th day of April, 2003, personally appeared before me Stephen M. Litwin, Esq. 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: 7/2003

EXHIBIT A

PARAGRAPH THIRD

To buy, sell, barter, exchange, rent, and deal generally in all living art & décor for public, private and corporate events and other purpose for which corporations may be incorporated under the Rhode Island Business Corporation Act.

PARAGRAPH FIFTH

No Stock in the Corporation shall be transferred to a person who is not already a stockholder unless the stock shall have been offered by a writing for sale first to the Corporation and then to each other stockholder at the price and on the same terms as would govern a transfer to a person not a stockholder. The writing shall set forth the price and terms and shall be sent by registered mail first to the Corporation and, if rejected, then, to each stockholder at the address listed on the Corporation's Books. The right to transfer the stock to a person not a stockholder shall not exist until the Corporation and all existing stockholders refuse the offer made as provided above or until they fail for a period of twenty (20) days after receipt of the written offer to accept the same by compliance with the terms set forth. Regulations as to the formalities and procedure to be followed in effecting the transfer shall be prescribed in the by-laws of the Corporation; and provided further, that notice of the existence of such provisions be noted conspicuously on the face or back of each and every certificate of shares subject to the terms and conditions of any such agreement.

PARAGRAPH SIXTH

The regulations of the internal affairs of the Corporation shall be governed by the by-laws adopted by the incorporator of the Corporation as from time to time amended by the majority vote of the stockholders of the Corporation.