

Filing Fee: \$150.00

ID Number: 115233



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

NOV 13 3 19 PM '00  
CORPORATIONS DIVISION  
STATE OF RHODE ISLAND

**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 Qualguard, 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:

To engage in providing services and/or products to internet based entities consisting of performance and quality-of-service monitoring and any other business not prohibited by Rhode Island law.

4. 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.):

all of such shares to be without par value

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:

No preemptive rights shall exist

**FILED**

NOV 13 2000

BY [Signature]  
953376

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

are as show in attachment

7. The address of the initial registered office of the corporation is 110 Bayview Avenue

(Street Address, not P.O. Box)

Warwick

, RI 02818

and the name of its initial registered agent

at such address is Darrell A. Lucente

(City/Town)

(Zip Code)

(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is none 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>President</u>	<u>Darrell A. Lucente</u>	<u>110 Bayview Avenue, Warwick, RI 02818</u>
<u>Secretary</u>	<u>Darrell A. Lucente</u>	<u>110 Bayview Avenue, Warwick, RI 02818</u>
<u>Treasurer</u>	<u>Darrell A. Lucente</u>	<u>110 Bayview Avenue, Warwick, RI 02818</u>

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Lester H. Salter</u>	<u>321 South Main Street, Providence, RI 02903</u>

10. Date when corporate existence is to begin November 6, 2000

(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: November 3, 2000

Lester H. Salter  
\_\_\_\_\_  
\_\_\_\_\_

Signature of each Incorporator

STATE OF Rhode Island  
COUNTY OF Providence

In Providence, on this 3rd day of November, 2000, personally appeared before me Lester H. Salter 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.

Sandra J. Mameson  
Notary Public  
My Commission Expires: 7/18/01

6. The Stockholders shall not sell, give, assign, transfer, bequeath, or in any other way alienate or encumber their stock in this Corporation, or any part thereof, or any interest therein, except to permitted transferees who shall include only the personal representatives, spouse, descendants or ancestors of the Stockholders, or as hereafter provided. If a Stockholder has received a bona fide written offer for his or her Corporation stock from a third party or parties to whom the Stockholder is willing to sell at the offered purchase price, the Stockholder shall give notice of such offer to the other Stockholders and shall tender his or her Corporation stock to the Corporation at the offeror's price with a copy of such offer in writing setting forth the names and addresses of the offeror or offerors and the terms thereof. Said tender shall be addressed to the Corporation and shall be sent by registered or certified mail to the Corporation at its principal place of business or delivered personally to the President or Secretary of the Corporation. The Corporation by its President or Secretary shall have thirty days after receipt of said tender to enter into an agreement to purchase the tendered stock at the offeror's price. If the Corporation rejects the tender offer or if no action is taken by the Corporation within the thirty days aforesaid, the Stockholder may sell his or her Corporation stock to the offeror at the price and upon the terms described in the aforesaid offer within ninety days following the expiration of the thirty day period provided above but not otherwise without again complying with the provisions of this paragraph. Any attempted transfer contrary to this provision shall be void. Notice of these restrictions shall be endorsed on all stock certificates issued by this Corporation.