



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 COLONY PERSONNEL ASSOCIATES, 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:
Personnel placement agency and any legal 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 - common

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.

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By DMF

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

NONE

7. The address of the initial registered office of the corporation is 2845 Post Road

(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 Elaine Atturio

(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is one (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 )

<u>Title</u>	<u>Name</u>	<u>Address</u>
<u>Director</u>	<u>Elaine Atturio</u>	<u>2845 Post Road, Warwick, RI 02886</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Maryanne Pezzullo</u>	<u>c/o 797 Bald Hill Road, Warwick, RI 02886</u>
<u>Lewis J. Paras</u>	<u>c/o 797 Bald Hill Road, Warwick, RI 02886</u>
<u>Lynda I. Deloge</u>	<u>c/o 797 Bald Hill Road, Warwick, RI 02886</u>

10. Date when corporate existence is to begin upon filing of these articles

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

Date: December 27, 2001

Maryanne Pezzullo  
Lynda I. Deloge  
 Signature of each Incorporator

STATE OF Rhode Island  
COUNTY OF KENT

In Warwick, on this 27th day of December, 2001, personally appeared before me Maryanne Pezzullo, Lewis J. Paras and Lynda I. Deloge, 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.

Melissa A Fuller  
Notary Public

Notary Public MARK A FULLER

My Commission Expires: 7/9/05

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

In case any holder of stock shall at any time desire to sell stock, or any part thereof, he shall, before offering the same for sale to any other party, give notice in writing to the corporation of desire to sell and in such writing offer to sell the same to the corporation at the lowest price at which is he willing to sell said stock. Within forty-five (45) days after the receipt of any such notice, the Board of Directors shall elect to purchase the shares so offered, and the secretary or treasurer or some other officer designated by the Board of Directors shall forthwith and within said forty-five (45) days deliver in person to such stockholder or mail by registered mail, postage prepaid, addressed to him at his usual post office address, or to his address as stated on the books of the corporation, a notice in writing signed by the secretary or treasurer or such other officer, of the election of the corporation to purchase such stock. Such notice shall state that such stockholder may receive the purchase price for such stock at the office of the corporation upon transfer to the corporation of the shares sold. If such notice of election to purchase shall not be given within the time above limited, the stockholder shall be at liberty to sell his stock to any other party, provided that such sale is made within thirty days after the expiration of said forty-five (45) days and at a price not less than the price at which it was offered to the corporation. The directors may in particular instances consent to any such proposed sale, and may waive the corporation's right to purchase but no such consent to waiver shall extend to other or subsequent instances.