

Filing Fee: \$150.00



State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903-1335

Corp. I.D. # 88035

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

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:

FIRST: The name of the corporation is West Bay Realty, Inc.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND: The period of its duration is (if perpetual, so state) Perpetual

THIRD: The purpose or purposes for which the corporation is organized are: to conduct ownership and management of a real estate holding company, and to transact any and all other lawful business for which corporations may be incorporated under chapter 7-11 of the R.I. General Laws 1956 as amended.

REC'D

FILED

FEB 07 1997

By 155854

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

(a) *If only one class:* Total number of shares 100.....

(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

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 title 7 of the General Laws 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.)

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

the preemptive rights are set forth in Section 7-1. 1-24 of the R.I. General Laws are denied to the Shareholders.

SIXTH: Provisions (if any) for the regulation of the internal affairs of the corporation:

Any action-excepting actions pursuant to Sections 7-1.1-67, 7-1-1-70.1, or 7-1.1-72 of the R.I. General Laws-required or permitted to be taken at a meeting of Shareholders may be taken without a meeting, without prior notice, and without vote if consented to in writing by the holders of outstanding shares having at least the minimum number of votes necessary to authorize or verify such action if taken at a meeting at which all shares entitled to vote were present and voted. Prompt notice of such actions shall be given to all Shareholders who have been entitled to vote upon such action if a meeting of Shareholders were held.

SEVENTH: The address of the initial registered office of the corporation is ...596 Newport Ave...Pawtucket...R.I....02860..... (add Zip Code) and the name of its initial registered agent at such address is:Constant S. Poholek, Jr.

Constant S. Poholek, Jr.
Signature of registered agent

EIGHTH: The number of directors constituting the initial board of directors of the corporation is2..... 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 §7-1.1-51 of the General Laws, 1956, as amended, state the name (s) and address (es) of the officers of the corporation.)

Name	Address
William I. Crausman	596 Newport Ave. Pawtucket, RI 02860
Constant S. Poholek, Jr.	145 Rocklawn Ave. Attleboro, MA 02703

NINTH: The name and address of each incorporator is:

Name	Address
Constant S. Poholek, Jr.	145 Rocklawn Ave. Attleboro, MA 02703

TENTH: Date when corporate existence to begin (not more than 30 days after filing filing of these articles of incorporation):

February 7, 1996

Dated February 7, 1996, 1996

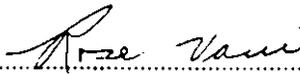
Constant S. Poholek, Jr.
Signature of each incorporator

STATE OF RHODE ISLAND }
COUNTY OF Providence } In the City } of Providence.....
Town }

in said County this 7th..... day of February....., A.D. 1996.....

then personally appeared before me Constant S. Poholek, Jr.....

.....
.....
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



January 26, 1996

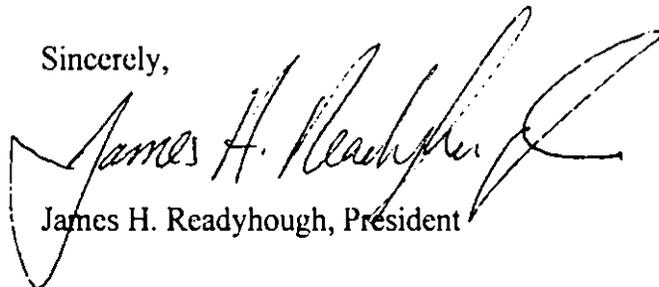
Constant Poholeck, Esq.
10 Dorrance Street
Suite 211
Providence, RI 02903

Dear Mr. Poholeck:

Please be advised that as President and sole shareholder of Bay Realty, Ltd., I hereby consent to your use of the name "West Bay Realty, Inc." (with the understanding that the corporation is essentially a "Holding Company", and is not actively engaged in the sale and marketing of real estate (as a business).

Please do not hesitate to call if I can be of further assistance.

Sincerely,



James H. Readyhough, President

cc: Secretary of State
(via facsimile)