

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

Corp. I.D. # 93439

BUSINESS CORPORATION

ORIGINAL 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 Devonshire Associates Ltd.

~~X(A close corporation pursuant to § 7-1.1 of the General Laws, 1956, as amended) (state "X" if applicable)~~

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

THIRD. The purpose or purposes for which the corporation is organized are:

Provide direct marketing services and consulting, database management, data processing, marketing programs, mailing and fulfillment programs, geo-market analysis and sales of associated software and data for the above and all lawful services related to direct marketing services.

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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.)

Common Stock - 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:

A stockholder desiring to dispose or transfer his stock, shall first offer such stock for sale to the corporation, at the lowest price at which he is willing to sell the same and such right shall be exercised or declined within the period of thirty (30) days after the receipt of the notice in writing of said offer to sell. If for any reason the corporation is unable to or fails to purchase such stock, such stock shall be offered to the other stockholders of record in proportion to the number of shares they hold for a period of thirty (30) days, at a price not lower than which it was first offered to the corporation.

If the remaining stockholders shall elect not to purchase said stock, the stockholder shall be at liberty to sell his stock to any other party at a price not less than the price at which it was first offered to the corporation and to the remaining stockholders.

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

None

SEVENTH. The address of the initial registered office of the corporation is 349 Warren Avenue, East Providence, RI 02914 (add Zip Code) and the name of its initial registered agent at such address is: Gregory S. Dias, Esquire

Signature of registered agent

EIGHTH. 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 § 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
John F. Rafferty	240 Post Road, Westerly, RI 02891

NINTH. The name and address of each incorporator is:

Name	Address
John F. Rafferty	240 Post Road, Westerly, RI 02891

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

Upon filing with the Secretary of State.

Dated February 4, 1997

John F. Rafferty
Signature of each incorporator
John F. Rafferty

