

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. # 82339

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
EXETER MANAGEMENT DEVELOPMENT, 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 own, hold, rent, lease, manage, encumber, improve, exchange, buy, and sell real property, collect rents, and do a general real estate business; and in general to have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects above mentioned.

To transact any lawful business for which corporations may be incorporated under the Rhode Island Corporation Act; and to have all the powers conferred upon corporations organized under the Rhode Island Business Corporation Act.

DEC 71
SECRET
3 32 PM '91
MF

KC #3573426E

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

(a) *If only one class:* Total number of shares 8000 no par value

(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.)

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 corporation shall have the right in case of the sale of shares of stock of any shareholder to purchase said shares at the lowest price at which the stockholder is willing to sell to any other party before the same shall be sold by him to any other party; provided, however, that the corporation shall exercise its right to purchase within fifteen (15) days after the stockholder shall have notified it in writing of his desire to sell said shares, and if the corporation shall decide to purchase said shares, such stockholder shall, upon tender of the purchase price thereof, transfer to the corporation the shares so sold, and if the corporation shall not elect to purchase said shares, within the said fifteen (15) days then such stockholder may, at any time within thirty (30) days after the expiration of said fifteen (15) days transfer said shares to any other party at not less than the price at which the same were offered to the corporation.

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

Any action required or permitted to be taken at a meeting of shareholders by 7-1.1-30.3 of the General Laws may be taken without a meeting upon the written consent of less than all the shareholders entitled to vote thereon under the provisions of 7-1.1-30.3.

Powers normally vested in the Board of Directors under the provisions of 7-1.1-51 are vested in the President of the Corporation.

The Corporation may, from time to time, distribute to its shareholders, directly or by the purchase of its own shares, a portion of its assets, in cash or property out of the unreserved and unrestricted capital surplus of the corporation under the provisions of 7-1.1-41 and 7-1.1-51.

The Corporation shall have power to indemnify any person who was or is a party to a suit or proceeding, civil or criminal, under the provisions of 7-1.1-4.1.

SEVENTH. The address of the initial registered office of the corporation is Reale & Kalander, 146 Westminster St., Providence, RI 02903 (add Zip Code)

and the name of its initial registered agent at such address is:

Jonathan V. Kalander, Esquire


Signature of registered agent

EIGHTH. 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 §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

<i>Name</i>	<i>Address</i>
none elected yet	

NINTH. The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
Jonathan V. Kalander	146 Westminster St., Providence, RI

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

immediately

Dated December 27, 1994


Signature of each incorporator

December 27, 1994

DIVISIONS OF CORPORATION
Secretary of State
100 North Main Street
Providence, RI 02903

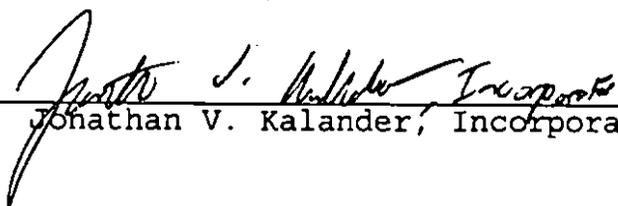
RE: EXETER MANAGEMENT DEVELOPMENT, INC.

Dear Sir/Madam:

Consent is hereby given to incorporate under the name of Exeter Management Development, Inc.

Very truly yours,

EXETER MANAGEMENT, INC.

By 
Jonathan V. Kalander, Incorporator