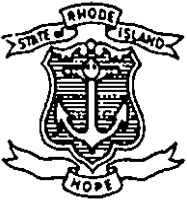


Filing Fee \$150.00

ID Number: 101240



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

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:

1. The name of the corporation is RHODE ISLAND COMMUNITY TRAINING CENTER, 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 establish, maintain, and conduct courses, training sites and programs and to authorize instructors and/or training sites to conduct courses in conformity with the requirements of the American Heart Association, Inc. for lifesaving techniques, training, cardiovascular education and certification and any other lawful 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 600 (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 No Par

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 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

FILED

JUN 24 1998

By [Signature] 202229

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

7. The address of the initial registered office of the corporation is 946 Centerville Road
(Street)

Warwick, RI 02886 and the name of its initial registered agent at such address is
(City/Town) (Zip Code)

REVENS, LANNI, REVENS & ST. PIERRE,
a professional corporation

8. 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 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.)

Title	Name	Address
Pres.	<u>Gerry M. McVeigh</u>	<u>73 Reservoir Road, Lincoln, RI 02865</u>
Vice Pres.	<u>Elaine Amato Vealey</u>	<u>21 Eagle Run, East Greenwich, RI 02818</u>
Sec./Trea.	<u>Patricia A. Colonies</u>	<u>10 Anvil Drive, Cumberland, RI 02864</u>

9. The name and address of each incorporator is:

Name	Address
<u>John C. Revens, Jr., Esquire</u>	<u>946 Centerville Road, Warwick, RI 02886</u>
_____	_____
_____	_____

10. Date when corporate existence to begin: Upon July 1, 1998
(not more than 30 days after filing of these articles of incorporation)

Dated June 10, 1998

[Signature]

Signature of each Incorporator

STATE OF RHODE ISLAND
COUNTY OF KENT

In Warwick, on this _____ day of June, 1998, personally appeared before me John C. Revens, Jr., Esquire

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.

[Signature]
Notary Public
My Commission Expires: 8/01/2001

The Corporation shall have the right to purchase its common stock at the lowest price at which the holder thereof is willing to sell the same before the same shall be sold to any other party, and no sale or transfer of the common stock of the Corporation to any party other than the Corporation shall be valid nor shall any share of such stock be transferred on the books of the Corporation to any party other than the Corporation unless said stock shall have first been offered, in writing, to the Corporation by the holder of record thereof for sale at a designated price. If the Corporation fails to accept said offer within thirty (30) days from the date of receipt thereof or prior to the expiration of said thirty (30) days, the Corporation shall give notice in writing to the holder of such stock that it does not desire to accept said offer, and no sale or transfer of the stock of the Corporation at a price lower than that at which the same shall have been offered in writing to the Corporation shall be valid or give any person the right to a transfer of same on the books of the Corporation. Nothing herein contained shall prevent the transfer of the shares of the Corporation's stock by will or intestacy, provided, however, that such transferee shall be bound by the terms hereof.