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ID Number: 101990



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 THE SOFTWARE MILL, 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 develop, purchase, sell, support, program and service computers,
software and matters ancillary thereto.
To carry out and do any and all other things as may be lawful pursuant
to the laws of the State of Rhode Island.

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

(a) *If only one class:* Total number of shares 8,000 (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 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 sheet.

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CORPORATIONS DIVISION

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By _____

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

See attached sheet

7. The address of the initial registered office of the corporation is 224 West Main Road
(Street)

Little Compton, RI 02837 and the name of its initial registered agent at such address is
(City/Town) (Zip Code)

Daniel Chisholm

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.)

Title	Name	Address
	<u>Daniel Chisholm</u>	<u>224 W. Main Rd., Little Compton, RI 02837</u>

9. The name and address of each incorporator is:

Name	Address
<u>Arthur D. Frank, Jr.</u>	<u>Ten Purchase St., Fall River, MA 02720</u>

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

Dated July 7, 1998

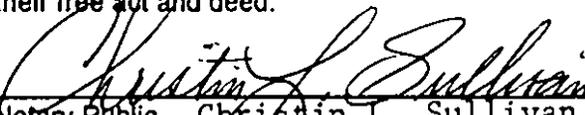


 Signature of each Incorporator

STATE OF MASSACHUSETTS
COUNTY OF BRISTOL

In Fall River, on this 7th day of July, 1998, personally appeared before me Arthur D. Frank, 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 Christin L. Sullivan
 My Commission Expires: 11/25/99

FIFTH. Provisions dealing with the preemptive rights of shareholders pursuant to Section 7-1.1-24 of the General Laws, 1956, as amended:

No holder of any shares of Common stock of this Corporation shall transfer any such stock without first offering this Corporation the opportunity to purchase said shares at the lowest price at which he is willing to dispose of the same. Said offer shall be in writing and shall include a true statement of the names and addresses of the transferee or transferees to whom said stockholder intends to transfer his shares if said offer is not accepted by the Corporation as hereinafter provided. Said offer and statement shall be addressed and delivered to the Secretary of the Corporation (or in case the stockholder making such offer by the Secretary, then to the President) and the Secretary or the President, as the case may be, shall thereupon call or cause to be called a special meeting of the Board of Directors, or if no Board of Directors, then of the stockholders of the Corporation, to be held within twenty (20) days after the receipt of said offer for the purpose of taking action with respect to the same. This Corporation, through its Board of Directors, or if no Board of Directors, then its stockholders, shall have ten (10) days after the time fixed for the holding of such special meeting of the Board of Directors, or if no Board of Directors, then of the stockholders, to accept or reject said offer, and until action thereof shall be taken or until the expiration of said ten (10) days, whichever shall first occur, no transfer of any of said shares shall be made by the stockholder submitting the offer. If, however, the Corporation shall reject said offer, or if no action shall be taken by the Board of Directors, or if no Board of Directors, then of the stockholders, prior to the expiration of said ten (10) days, said stockholder shall then offer said shares to the other Common stockholders of the Corporation, such offer to such stockholders to be in proportion to their respective existing Common stockholdings in the Corporation. Said stockholders shall have ten (10) days from the receipt of the written offer from the stockholder proposing to sell his shares to accept or reject said offer and to pay the purchase price of said shares to the selling stockholder. If any one or more of said stockholders shall not elect to purchase his or her proportionate part of the shares contained in said offer, then the remaining Common stockholders shall have the right to purchase said shares in proportion to their respective individual Common shareholdings in the Corporation, with the end in view that no transfer of any shares of the Common stock of this Corporation shall be made to any person who is not a Common stockholder, unless either the Corporation itself or the Common stockholders shall have the opportunity to purchase the shares which it is desired to sell. If neither the Corporation nor the stockholders shall purchase said shares, then the stockholder who intends to transfer his shares may transfer said shares to any person within three (3) months after the rejection by the Corporation and the other shareholders of his offer to sell said shares to the Corporation or to the other stockholders as the case may be. No future offer to transfer said shares shall be made by any such stockholder without again complying with the provisions hereof. All transfers of the Common stock of this Corporation (except transfers upon the death of a stockholder from his estate to his next of kin or to the legatee or legatees named in his will or transfers by a gift inter vivos to any member of the stockholder's family) are intended to be included in the prohibitions of this paragraph, including, but without limiting the generality of the foregoing, a transfer by virtue of a pledge, attachment or other encumbrance. Any transfer contrary to the foregoing provisions shall be void. The Corporation by resolution of its Board of Directors, or if no Board of Directors, then of the stockholders, adopted at a meeting of such Directors, or if no Directors, then of the stockholders, duly held for that purpose may waive the provisions hereof with respect to any particular transfer.

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

1. Pursuant to 7-1.1-41 of the General Laws, distributions from capital surplus are authorized.
2. Actions by shareholders without meeting pursuant to 7-1.1-30.3 are permitted.
3. The Board of Directors is authorized to issue shares and have such authority provided in 7-1.1-15 of the General Laws.

4. Directors, pursuant to 7-1.1-36.1 of the General Laws, may be removed with or without cause by vote of the shareholders.
5. The By-Laws may provide for assignment of the powers normally vested in the Board of Directors (7-1.1-51).