

State of Rhode Island and Providence Plantations
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
WILLIAM P. DENNIS LAW OFFICES, 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:

The general practice of law and any other lawful purpose.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.):

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation
- (b) To sue and be sued, complain and defend, in its corporate name.
- (c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money and to use its credit to assist its employees.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.
- (k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- (l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.
- (o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.
- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.
- (q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.
- (r) To have and exercise all powers necessary or convenient to effect its purposes.

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 Common

(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:

As per By-Laws.

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

As per By-Laws.

SEVENTH. The address of the initial registered office of the corporation is 576 Metagon Avenue, Unit 4 Belltower Plaza, Bristol, RI 02809 (add Zip Code) and the name of its initial registered agent at such address is: William P. Dennis

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>
William P. Dennis, President	15 Ambrose Drive, Bristol, RI 02809
William P. Dennis, Vice President	15 Ambrose Drive, Bristol, RI 02809
William P. Dennis, Secretary	15 Ambrose Drive, Bristol, RI 02809
William P. Dennis, Treasurer	15 Ambrose Drive, Bristol, RI 02809

NINTH. The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
William P. Dennis	15 Ambrose Drive, Bristol, RI 02809

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

immediately

Dated November 25, 19 91


William P. Dennis

STATE OF RHODE ISLAND } In the City } of BRISTOL
COUNTY OF BRISTOL } Town }

in said county this 25th day of November, A.D. 19 91
then personally appeared before me William P. Dennis

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.

Jennie B. DaSilva
Notary Public

JENNIE B. DaSILVA
Notary Public
Commission Expires
July 10, 1993

RECEIVED
DEC 4 10 11 AM '91
WARD & PINE
DEC 4 1991
PLM 14 7308



CERTIFICATE OF INSURANCE

ISSUE DATE (MM/DD/YY)

1/20/92

PRODUCER

FRANK B. HALL & CO., INC.
99 HIGH STREET
BOSTON, MA 02110

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW.

COMPANIES AFFORDING COVERAGE

COMPANY LETTER **A** NEW ENGLAND INSURANCE CO.

COMPANY LETTER **B**

COMPANY LETTER **C**

COMPANY LETTER **D**

COMPANY LETTER **E**

INSURED

WILLIAM P. DENNIS
572 MAIN STREET
WARREN, RI 02885

COVERAGES

THIS IS TO CERTIFY THAT POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS, AND CONDITIONS OF SUCH POLICIES.

CO LTR	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YY)	POLICY EXPIRATION DATE (MM/DD/YY)	LIABILITY LIMITS IN THOUSANDS		
						EACH OCCURRENCE	AGGREGATE
	GENERAL LIABILITY						
	<input type="checkbox"/> COMPREHENSIVE FORM				BOODY INJURY	\$	\$
	<input type="checkbox"/> PREMISES/OPERATIONS UNDERGROUND EXPLOSION & COLLAPSE HAZARD				PROPERTY DAMAGE	\$	\$
	<input type="checkbox"/> PRODUCTS/COMPLETED OPERATIONS				BI & PD COMBINED	\$	\$
	<input type="checkbox"/> CONTRACTUAL				PERSONAL INJURY		\$
	<input type="checkbox"/> INDEPENDENT CONTRACTORS						
	<input type="checkbox"/> BROAD FORM PROPERTY DAMAGE						
	<input type="checkbox"/> PERSONAL INJURY						
	AUTOMOBILE LIABILITY						
	<input type="checkbox"/> ANY AUTO				BOODY INJURY PER PERSON	\$	
	<input type="checkbox"/> ALL OWNED AUTOS (PRIV PASS.)				BOODY INJURY PER ACCIDENT	\$	
	<input type="checkbox"/> ALL OWNED AUTOS (OTHER THAN PRIV PASS)				PROPERTY DAMAGE	\$	
	<input type="checkbox"/> HIRED AUTOS				BI & PD COMBINED	\$	
	<input type="checkbox"/> NON-OWNED AUTOS						
	<input type="checkbox"/> GARAGE LIABILITY						
	EXCESS LIABILITY						
	<input type="checkbox"/> UMBRELLA FORM				BI & PD COMBINED	\$	\$
	<input type="checkbox"/> OTHER THAN UMBRELLA FORM						
	WORKERS' COMPENSATION AND EMPLOYERS' LIABILITY				STATUTORY		
							(EACH ACCIDENT)
							(DISEASE-POLICY LIMIT)
							(DISEASE-EACH EMPLOYEE)
A	OTHER LAWYERS PROFESSIONAL LIABILITY	TBI	12/31/91	12/31/92			1,000,000 per claim 2,000,000 aggregate 5,000 deductible

DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES/SPECIAL ITEMS

This is a "claims made" policy and coverage is only in force during the policy period noted on this certificate.

CERTIFICATE HOLDER

CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, THE ISSUING COMPANY WILL ENDEAVOR TO MAIL 10 DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE LEFT, BUT FAILURE TO MAIL SUCH NOTICE SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE COMPANY, ITS AGENTS OR REPRESENTATIVES.

AUTHORIZED REPRESENTATIVE