

85341

State of Rhode Island and Providence Plantations

Business Corporation

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopts the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is **OmniComm Associates, Inc.**, a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended.

SECOND. The period of its duration is perpetual.

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

To engage in the business of advertising; and any other lawful purpose or purposes for which a corporation may be formed under Chapter 1.1 of Title 7 of the Rhode Island General Laws.

THE CORPORATION SHALL HAVE POWER: (See Section 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) Total number of shares: 2,000 shares, common stock, \$.01 par value per share.

(b) N/A.

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

The pre-emptive rights set forth in Section 7-1.1-24 of the Rhode Island General Laws are denied to the shareholders.

SIXTH. Provisions for the regulation of the internal affairs of the corporation:

6.1 Any action--excepting actions pursuant to Sections 7-1.1-67, 7-1.1-70.1, or 7-1.1-72 of the Rhode Island General Laws--required or permitted to be taken at a meeting of shareholders may be taken without a meeting, without prior notice, and without a vote if

consented to in writing by the holders of outstanding shares having at least the minimum number of votes necessary to authorize or ratify such action if taken at a meeting at which all shares entitled to vote were present and voted. Prompt notice of such action shall be given to all shareholders who would have been entitled to vote upon such action if a meeting of shareholders were held.

6.2 The corporation may be dissolved at any time upon an affirmative vote of 50 percent or more of the stock of the corporation.

6.3 The encumbering, sale, transfer, or other disposition of stock in the corporation is restricted in accordance with the provisions of the By-laws of the corporation.

6.4 No director or stockholder undertaking to exercise the responsibilities of a director shall have personal liability to the corporation or to its stockholders for monetary damages for breach of such director's or stockholder's duty as a director or, in the case of a stockholder, duty as a person undertaking to exercise the responsibilities of a director; provided that this provision shall not eliminate or limit the liability of such director or stockholder: (i) for any breach of such director's or stockholder's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for the liability imposed pursuant to the provisions of Section 7-1.1-43 of the Rhode Island General Laws; or (iv) for any transaction from which such director or stockholder derived an improper personal benefit (unless said transaction is permitted by Section 7-1.1-37.1 of the Rhode Island General Laws).

SEVENTH. The address of the initial registered office of the corporation is 30 Kennedy Plaza, Providence, Rhode Island 02903, and the name of its initial registered agent at such address is James E. Bilodeau, Jr.

EIGHTH. The number of directors constituting the initial board of directors of the corporation is *None*, 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:

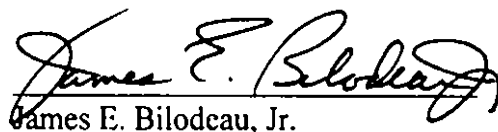
Not yet elected.

NINTH. The name and address of each incorporator is:

Name	Address
James E. Bilodeau, Jr.	30 Kennedy Plaza, Providence, RI 02903

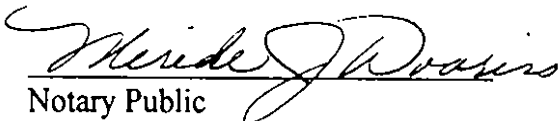
TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): Upon filing of these Articles of Incorporation.

Dated: July 19, 1995


James E. Bilodeau, Jr.

STATE OF RHODE ISLAND /
COUNTY OF PROVIDENCE

In the CITY of PROVIDENCE, in said county this 19TH day of July, 1995,
then personally appeared before me James E. Bilodeau, Jr., known to me and known by me to
be the party executing the foregoing instrument, and he acknowledged said instrument by him
subscribed to be his free act and deed.


Notary Public

MERIDE J. DOORISS
(Print Name)

My commission expires: 9/26/96

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.

JUL 20 9 51 AM '95

FILED

JUL 20 1995

By ABF9

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