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ID Number: 148942



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

(To Be Filed In Duplicate Original)

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 F. O. V. Landmark, 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:

Owning, leasing and managing real estate, and any other valid business 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 20,000 (If the authorized shares are to consist of one class only the par value of such shares or a statement that all of such shares are to be without par value.):

Common class -- 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, 1956, as amended, 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 Exhibit "5A" for provisions

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By [Signature] 70232

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

See attached Exhibit "6A" for provisions

7. The address of the initial registered office of the corporation is 1334 Mendon Road

(Street Address, not P.O. Box)

Cumberland

, RI 02864

and the name of its initial registered agent

(City/Town)

(Zip Code)

at such address is John T. Walsh, Jr.

(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is 2 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.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Thomas P. Vuong	233 Newell Road, Holden, MA 01520
Treasurer	Helouise Vuong	233 Newell Road, Holden, MA 01520

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Thomas P. Vuong	233 Newell Road, Holden, MA 01520

10. Date when corporate existence is to begin Upon filing

(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: 6/27/05

[Signature]
[Signature]
[Signature]
Signature of each Incorporator

STATE OF Rhode Island
COUNTY OF Providence

In Cumberland, on this 27th day of June, 2005, personally appeared before me Thomas P. Vuong, 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
My Commission Expires:

John T. Walsh, Jr.

7/18/05

EXHIBIT "5A"

VOLUNTARY TRANSFERS

1. No stockholder and no transferee of his shares of stock under Paragraph "5" of these restrictions may sell, transfer, exchange, pledge, hypothecate, encumber or otherwise dispose of any share(s) of stock or any interest therein now held or hereafter acquired by him without first giving written notice thereof to the corporation identifying the proposed transferee, and offering said shares to the corporation for purchase by it as hereinafter provided. Within thirty (30) days after receipt of the notice, the corporation may elect to purchase all or any portion of the shares so offered and if it does not do so, said shares may be transferred within sixty (60) days after the expiration of said thirty (30) day period to the proposed transferee upon the terms and price specified in the notice, provided that the said transferee shall thereupon become a stockholder in the manner hereinafter provided.

DEATH OF A STOCKHOLDER

2. In the event of the death of a stockholder, his executors or administrators or successor personal representative and each transferee of his shares of stock under Paragraph "5" of these restrictions shall within ninety (90) days after the date of death give written notice thereof to the corporation offering to it for purchase as hereinafter provided all of the shares of stock owned on said date by said deceased stockholder and each such transferee. Within thirty (30) days after receipt of the notice, the corporation may elect to purchase all of the shares of stock so offered and if it does not do so, said shares may be retained by the estate of said deceased stockholder or by such transferees subject to all other provisions of these restrictions.

TRANSFERS BY OPERATION OF LAW

3. In the event that a stockholder (1) files a voluntary petition under any bankruptcy or insolvency law or a petition for the appointment of a receiver or makes an assignment for the benefit of creditors, or (2) is subjected involuntarily to such a petition or assignment or to an attachment or other legal or equitable interest with respect to his shares of stock and such involuntary petition or assignment is not discharged within thirty (30) days after its date, or (3) is subject to a judgment of any court of competent jurisdiction, the corporation shall have the right to elect or purchase all of the shares of stock which are owned by said stockholder. Failure of the corporation to elect to purchase said shares under this Paragraph shall not affect its right to purchase the same under Paragraph "1" of these restrictions in the event of a proposed sale, assignment, transfer, pledge or other disposition by or to any receiver, petitioner, assignee, transferee or other person(s) obtaining an interest in said shares.

EXCEPTIONS TO RESTRICTIONS

4. Except as provided above, these restrictions shall be inapplicable to:
 - a. Transfers of stock between a stockholder and the trustees of a trust revocable by him alone; and
 - b. Transfers of stock of a deceased stockholder to his executors or administrators or to trustees under his Will; provided that such stock in the hands of each such transferee shall remain subject to these restrictions.

TRANSFERS IN VIOLATION OF AGREEMENT

5. If any transfer of shares of Stock is made or attempted contrary to the provisions of these restrictions, or if shares of stock are offered to the Company as required hereby, the company shall have the right to purchase said shares from the owner thereof or his transferee at any time before or after the transfer, as herein provided. In addition to any other legal or equitable remedies which it may have, the Company may enforce its legal rights by actions for specific performance (to the extent permitted by law) and may refuse to recognize any transferee as one of its shareholders for any purpose, including, without limitation for purposes of dividend and voting rights, until all applicable provisions of these restrictions have been complied with.

PURCHASE PRICE

6. The purchase price per share of stock which the corporation elects or purchases hereunder shall be the fair market value per share of all of the issued and outstanding shares of Common Stock of the corporation. The value as so determined shall be equitably adjusted to reflect any subsequent stock dividend, stock split, reverse split or recapitalization of the corporation. In making such determination, the corporation shall appoint an appraiser, the stockholder whose shares of stock are being purchased (or his legally appointed representative) shall appoint a second appraiser and the two appraisers shall appoint a third appraiser all within thirty (30) days of notice for transfer as mentioned in these restrictions. If the parties shall fail to appoint such appraisers within such time, any party having made such appointment may petition any court of competent jurisdiction to appoint an appraiser to accomplish the determination as herein described.

The appraisers shall proceed by majority vote to determine the value of the stock as of a convenient dated selected by them, and such determination shall be final and binding upon all interested persons. The corporation shall promptly furnish to the appraisers such information concerning its financial condition, earnings, capitalization, business prospects and sale of its capital stock as they may reasonably request. The appraisers shall promptly

notifying in writing the corporation, the stockholder whose shares of stock are being purchased, or his representatives, and any other person known to the appraisers to have an interest in the proceedings, of the appraisers' final determination of value. The parties shall each bear the fees and expenses of the appraiser appointed by or for each of them, and the fees and expenses of the third appraiser shall be borne one-half by the corporation and one-half by the said stockholder or his representative.

TENDERS

7. All shares of stock which the corporation has elected to purchase hereunder shall be tendered to the corporation, or to one or more assignees or substitute purchasers designated by it, at the principal office of the corporation at a reasonable date and time specified by it (in any event within sixty (60) days of the corporation's election) by delivery of certificates representing such shares endorsed in blank and in proper form for transfer against payment of the purchase price in cash or by certified or bank checks, or upon such terms as are applicable by order of any court.

WAIVERS, DISPOSITION OF STOCK

8. From time to time the corporation may waive rights hereunder either generally or with respect to one or more specific transfers which have been proposed, attempted or made. All action to be taken by the corporation hereunder shall be taken by vote of a majority of its directors then in office, or where applicable, a vote of the majority of holders of Common Stock issued and outstanding. Any stock which the corporation has elected to purchase hereunder may be disposed of by its Board of Directors then in office in such manner as it deems appropriate with or without further restrictions on the transfer thereof.

STOCK CERTIFICATES

There shall be legibly stamped or endorsed upon each certificate of stock of the corporation now owned or hereafter acquired by the stockholders, the following statement: **"THIS CERTIFICATE IS SUBJECT TO AND TRANSFERABLE ON THE BOOKS OF THE CORPORATION ONLY UPON COMPLIANCE WITH THE PROVISIONS OF RESTRICTIONS RECITED IN PARAGRAPH FIVE OF ITS ARTICLES OF ORGANIZATION, A COPY OF WHICH WILL BE SUPPLIED TO THE HOLDER OF THIS CERTIFICATE WITHOUT CHARGE UPON WRITTEN REQUEST TO THE CLERK OF THE CORPORATION."**

NOTICES

10. Any and all notices, offers, acceptances, or any other communication provided for in these restrictions shall be given in writing, if to the corporation, addressed to its usual place of business and if to the stockholder to the address appearing on the stock record book of the corporation. A duplicate of all such notices, offers, acceptances or other communications shall be mailed to the Clerk of the corporation.

EXHIBIT "6A"

1. The directors may make, amend or repeal the bylaws of the corporation in whole or in part, except with respect to any provision thereof which by law or the bylaws requires any action by the stockholders.

2. Meetings of the stockholders may be held anywhere in the united States or if permitted by law outside of the united States, except that meetings of stockholders shall be held at the same time and in the same place regardless of Class of Stock.

3. The directors shall have the power to fix, from time to time, their compensation. No persons shall be disqualified from holding any office by reason of any interest. In the absence of fraud, and upon full disclosure of any interest to do so given in writing to the corporation, any director, officer or stockholder of this corporation individually or any individual having any interest in any concern which is a stockholder of this corporation or any concern in which any such directors, officers, stockholders or individuals have any interest, may be a party to, or may be pecuniarily or otherwise interested in any contract, transaction or other act of this corporation and:

(a) such contract, transaction or act shall not be in any way invalidated or otherwise affected by that fact;

(b) no such director, officer, stockholder or individual shall be liable to account to this corporation for any profit or benefit realized through any such contract, transaction or act, and;

(c) any such director of this corporation may be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof which shall authorize such contract, transaction or act, any may vote to authorize the same, but in no event shall a quorum to transact such action be less than two (2).

The term "interest" shall include personal interest and interest as a director, officer, stockholder, shareholder, trustee, member or beneficiary of any concern, and;

the term "concern" shall mean any corporation, association, trust, partnership, firm, person or other entity other than this corporation.

5. The corporation shall indemnify and reimburse out of the corporate funds any person (or the personal representative of any person) who at any time serves or shall have served as Director, officer or employee of the corporation or as a Director, officer or employee of another corporation the majority of the stock of which is owned by the corporation, whether or not in office at the time, against and for any and all claims and liabilities to which he may be or become subject by reason of such service and against and for any and all expenses necessarily incurred in connection with the defense or reasonable settlement of any legal or administrative proceedings to which he is made a party by reason of such service, except in relation to matters as to which he shall finally be adjudged to be liable for negligence or misconduct in the performance of his official duties. In effecting such indemnity or reimbursement, the stockholders may enter into such agreements and direct the officers of the corporation to make such payment(s) and take such other action (including employment of counsel to defend against such other claims and liabilities) as may in their judgment be reasonably necessary or desirable. Such indemnification or reimbursement shall not be deemed to exclude any other rights or privileges to which such person may be entitled.