

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

G. DUCHIN & ASSOCIATES INCORPORATED

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

FIRST. The name of the corporation is G. DUCHIN & ASSOCIATES INCORPORATED, a close corporation pursuant to §7-1.1-51 of the Rhode Island 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 manufacture, design, style, produce, process, prepare, merchandise, buy, sell, transport, distribute, export, and import, at wholesale, retail, and as jobber, as principal, contractor, broker, sales representative, or agent on commission, and otherwise generally and in all ways handle, trade, and deal in and with goods, wares and merchandise of every kind and nature.

To acquire by purchase, assignment, grant, license, or otherwise, to apply for, secure, lease, or in any manner obtain, to develop, hold, own, use, exploit, operate, enjoy, and introduce, to sell, assign, lease, create security interest in, pledge, grant licenses and rights of all kinds in respect of, or otherwise dispose of, and generally to deal in and with and turn to account for any or all purposes, either for itself or as nominee or agent for others: any and all inventions, devices, processes, discoveries, and formulas, and improvements and modifications thereof and rights and interests therein; any and all letters patent or applications for letters patent of the United States of America or of any other country, state, locality, or authority, and any and all rights, interests, and privileges connected therewith or incidental or appertaining thereto; any and all copyrights granted by the United States of America or any other country, state, locality, or authority, and any and all rights, interests, and privileges connected therewith or incidental or appertaining thereto, and any and

all trademarks, trade names, trade symbols, labels, designs, and other indications of origin and ownership granted by or recognized under the laws of the United States of America or any other country, state, locality, or authority, and any and all rights, interests, and privileges connected therewith or incidental or appertaining thereto.

To engage in any lawful business, act or activity for which corporations may be incorporated under Title 7, Chapter 1.1 of the Rhode Island General Laws, 1956, as amended.

The corporation shall have all powers set forth in §7-1.1-4 of the Rhode Island General Laws, 1956, as amended.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is Eight Thousand (8,000) shares common stock, par value, One Dollar (\$1.00) per share.

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

NONE

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

The corporation is hereby authorized to make distributions to its shareholders out of its unreserved and unrestricted capital surplus in accordance with §7-1.1-41 of the Rhode Island General Laws, 1956, as amended.

SEVENTH. The address of the initial registered office of the corporation is 1122 Industrial Bank Building, Providence, Rhode Island 02903, and the name of its registered agent at such address is Bentley Tobin.

EIGHTH. The names and addresses of the persons who are to serve as officers of the corporation until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Gloria Duchin	300 Winston Dr. Cliffside Park, NJ

Vice President William G. Walters 301 E. 47th St.
New York NY 10017

Treasurer Donald Dwares 3 Harian Road
Providence, RI

Secretary Bentley Tobin 1122 Industrial Bk. Bldg.
Providence, RI 02903

NINTH. The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Bentley Tobin	1122 Industrial Bank Bldg Providence, Rhode Island 02903

TENTH. Corporate existence shall begin on January 1,
1979.

Dated: December 29, 1978.

Bentley Tobin

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In the City of Providence, in said County and State,
on this 29th day of December, 1978, then personally appeared
before me Bentley Tobin, to me known 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.

Claudette Remillard
Notary Public

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State

CERTIFICATE OF INCORPORATION

OF

G. DUCHIN & ASSOCIATES INCORPORATED

I, _____, Secretary of State, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of G. DUCHIN & ASSOCIATES INCORPORATED duly signed and verified pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, have been received in this office and are found to conform to law, and that the foregoing is a duplicate original of the Articles of Incorporation.

WITNESS my hand and the seal of
the State of Rhode Island this _____
day of _____, 19____.

Secretary of State

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