

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 DiLeonardo Designs, 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, from and after effective date

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

To conduct, operate, and carry out a business rendering interior design services; to conduct and perform any and all activities deemed necessary, desirable and/or ancillary in connection with any or all of the above-described matters, or in conjunction with any other similar or related business venture; and to carry out, fully and completely, each and every other purpose permitted under the law (excepting banking and insurance).

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 100,000 shares, \$1.00 par value per share
(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.)

All such shares are \$1.00 par value per share.

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:

The corporation reserves the right to adopt applicable preemptive rights pertaining to its shares by means of its By-Laws, as the same may from time to time be amended and/or by means of stock purchase and/or stock redemption agreements, as may from time to time be adopted and executed. Unless and until preempted by specific provisions adopted pursuant to the foregoing reservation, the preemptive rights contained in the next succeeding paragraph shall be applicable.

Said corporation shall have the right, in case of the sale of shares of stock of any stockholder, to purchase said shares at the lowest price at which said stockholder is willing to sell before the same shall be sold by him to any other parties; provided, however, that said corporation shall exercise its right to purchase within thirty (30) days after the stockholder shall have notified it in writing of his desire to sell such shares, and the price at which he is willing to sell, and if the corporation shall decide to purchase said shares, such stockholder shall, upon tender of the purchase price thereof, transfer to the corporation the shares so sold, and if the corporation shall not elect to purchase said shares within thirty (30) days, then such stockholder may, within any time within twenty (20) days after the expiration of said thirty (30) days, sell said shares to any other party, but at not less than the price at which the same were offered to this corporation.

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

SEVENTH. The address of the initial registered office of the corporation is
320 South Main Street, Providence, RI 02903 (add Zip Code)
and the name of its initial registered agent at such address is:
John G. Hines, Esq.

EIGHTH. The number of directors constituting the initial board of directors of the corporation is two (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 §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Robert DiLeonardo	401 Ocean Road, Narragansett, RI
Gloria DiLeonardo	401 Ocean Road, Narragansett, RI

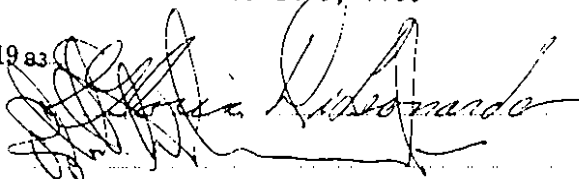
NINTH. The name and address of each incorporator is:

Name	Address
Robert DiLeonardo	401 Ocean Road, Narragansett, RI
Gloria DiLeonardo	401 Ocean Road, Narragansett, RI

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

Effective forthwith upon date of filing. October 3, 1983

Dated September 22, 1983



STATE OF RHODE ISLAND } City
COUNTY OF PROVIDENCE } In the ~~Town~~ } of Cranston
in said county this 29th day of September, A.D. 1983
then personally appeared before me Robert DiLeonardo and Gloria DiLeonardo

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.

Joan M. Clark
Notary Public

✓
910

OCT 3 1983
nan

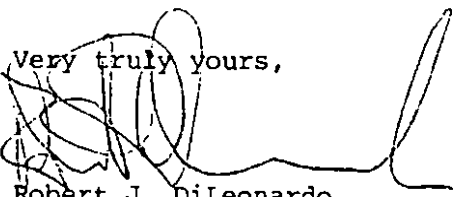
September 22, 1983

Secretary of State
Corporations
State House
Providence, RI

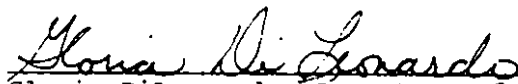
Gentlemen:

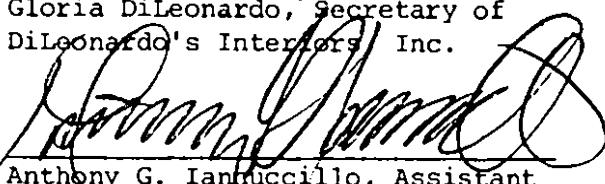
This is to certify that DiLeonardo's Interiors, Inc. and DiLeonardo International, Incorporated, both Rhode Island corporations, hereby consent to the incorporation of a new Rhode Island corporation to be known by the name of DiLeonardo Designs, Inc. Please be advised that I, Robert J. DiLeonardo, am the President of DiLeonardo International Incorporated, and am the President of DiLeonardo's Interiors, Inc. This consent is given pursuant to Section 7-1.1-7 of the Rhode Island General Laws, 1956, as amended.


Very truly yours,

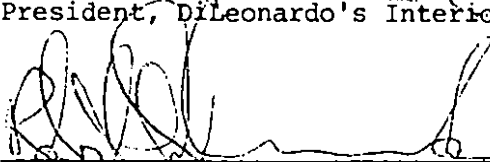

Robert J. DiLeonardo
President of DiLeonardo's Interiors, Inc.
and DiLeonardo International Incorporated

ATTEST:


Gloria DiLeonardo, Secretary of
DiLeonardo's Interiors, Inc.


Anthony G. Iannuccillo, Assistant
Secretary of DiLeonardo International
Incorporated

By: 
President, DiLeonardo's Interiors, Inc.

By: 
President, DiLeonardo International
Incorporated