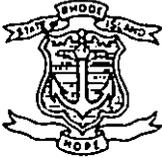


Filing Fee: \$150.00

ID Number: 124543



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
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 RETIREE HEALTH BENEFITS, 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:
See Exhibit "A"

4. The aggregate number of shares which the corporation shall have authority to issue is:

(a) If only one class: Total number of shares 8000 (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.):

Common, 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 Exhibit "B"

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Bv *dmf*

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

7. The address of the initial registered office of the corporation is 141 Phenix Avenue
(Cranston), RI 02920 (Street Address, not P.O. Box)
and the name of its initial registered agent
at such address is Edward J. DiMartino, Jr., Esq., CPA (City/Town) (Zip Code)
(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is 1 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	Vincent F. Cerilli	202 Mohawk Trail, Cranston, RI 02921
Vice President	Vincent F. Cerilli	202 Mohawk Trail, Cranston, RI 02921
Secretary	Vincent F. Cerilli	202 Mohawk Trail, Cranston, RI 02921
Treasurer	Vincent F. Cerilli	202 Mohawk Trail, Cranston, RI 02921

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Vincent F. Cerilli	202 Mohawk Trail, Cranston, RI 02921

10. Date when corporate existence is to begin Immediately upon filing
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: April 26, 2002

Vincent Cerilli
Signature of each Incorporator

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Cranston, on this 26th day of April, 2002, personally appeared before me Vincent F. Cerilli 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.

Edward J. DiMartino, Jr.
Notary Public
My Commission Expires: 7-7-02

EXHIBIT "A"

To act as an agent or broker in providing insurance products to the general public; to engage in the sale and negotiation of commissions of these products or otherwise relating to such business; and any and all activities necessary or desirable in connection with any of the foregoing or in any way ancillary or related thereto; and all other business for which a corporation may be formed under the general laws of the State of Rhode Island.

EXHIBIT "B"

No stockholder shall transfer any of his or her capital stock without par value or otherwise, without first offering the same to the Corporation at the lowest price he or she is willing to sell the same, said offer to be in writing and to include at which a statement of the names and addresses of the transferee or transferees to whom the stockholder intends to sell and transfer his stock if his or her said offer is not accepted by the Corporation a hereinafter provided. Said offer and statement shall be addressed to the Corporation at its principal place of business. The Corporation through its stockholders shall have fifteen (15) days after the date of the delivery of said offer and statement to accept or reject said offer and until action thereon shall be taken or until the expiration of said fifteen (15) days, whichever shall first occur, no transfer of such stock shall be made by the stockholder submitting the offer, but if the Corporation shall reject said offer or if no action shall be taken by the Corporation prior to the expiration of said fifteen (15) days, such stockholder may then sell said stock at not less than the price fixed in said offer to any transferee or transferees described in said statement at any time within three (3) months after the expiration of said fifteen (15) days, but not otherwise or thereafter without again complying with the provisions of the paragraph herein. Transfers by way of pledge, attachment or other encumbrances are intended to be included in the prohibitions of the paragraphs herein. Any transfer contrary to the foregoing provisions shall be void. The Corporation by resolution of its stockholders may waive the forgoing provisions with respect to any particular transfer. This right of the first refusal does not apply to transfers among and between joint tenants with rights of survivorship.