## State of Uhode 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
	AUTO VALET, INCORPORATED
(A close corporat	ion pursuant to §7-1.1-51 of the General Laws, 1056, as amended) (strike if inapplicable)
SECOND.	The period of its duration is (if perpetual, so state)PERPETUAL
THIRD.	The purpose or purposes for which the corporation is organized are:

To buy, sell, lease and otherwise deal in, at wholesale and retail, new and used automobiles, vehicles, trucks, tractors, trailers, machinery, impliments and equipment, accessories and parts; to render services in connection with storage of automobiles and to store the same and to perform all services necessary and incidental to said storage; to buy and sell gasoline, oil and other petroleum products, automobile accessories, batteries, tires, rims and all other accessories, apparatus and appliances; and to conduct the business of washing and polishing and otherwise servicing automobiles, trucks and other motor vehicles and to do all other lawful acts incidental thereto.

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 XAAAACOMARAGAMAAACOCAACX
  - (b) To sue and be sued, complain and defend, in its corporate name.
  - (c) To have a corporate senl 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 accurity 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.
  - (i) 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, atock 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.

(OVER)

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

(a) If only one class: Total number of shares 600 without par value

(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.)

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(b) If more than one class: Total number of shares.

(State (A) the number of the 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:

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

No stockholder shall transfer any of his capital stock without par value, except by will or intestancy without first offering said stock to the corporation at its book value, and unless such offer shall have been rejected or otherwise shall not have been acted upon by the corporation within twenty (20) days after such offer is made, the Board of Directors shall have the power to accept or reject such offer on behalf of the corporation.

Any stockholder who shall have offered his stock for sale to the corporation in accordance with the foregoing provisions may at any time within thirty (30) days after the rejection of such offer by the corporation or if the corporation shall neither accept nor reject such offer, then within forty-five (45) days after such offer shall have been received by the corporation, sell the stock so offered to the corporation to any party, not for a price lower than that at which such stock shall have been previously offered to the corporation and the corporation may require affidavits and other evidence, documentary or otherwise, to its satisfaction from the stockholder and purchasers of such stock as to the price paid therefore before transfering said stock upon the books of the corporation. The Directors may in particular instances consent to any such proposal of sale but no consent or waiver shall extend to other and subsequent instances.

The book value of shares of stock shall be determined in accordance with

modern accounting practices, by the examination, audit and report of

of the stockholders, whose findings, in the absence of error and miscalculation, shall be final.

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to serve as directors until the first annuare elected and shall qualify are:	ors constituting the initial board of directors of the and the names and addresses of the persons who are all meeting of shareholders or until their successors
(If this is a close corporation pursuant to §7- and address(es) of the officers of the corporation.	-1.1-51 of the General Laws, 1956, as amended, state the name(s)
Name	Address
PETER P. MONTAQUILA	
PETER MONTAQUILA	35 Ralls Drive, Cranston, Rhode Island
ARNOLD N. MONTAQUILA	
NINTH. The name and address  Name	
PETER A. ALMONTE	
CARL B. LISA	4 Rosewood Drive, Smithfield, R. I.
ARNOLD N. MONTAQUILA	
of these articles of incorporation):	kistence to begin (not more than 30 days after filing

STATE OF RHODE ISLAND City
COUNTY OF PROVIDENCE In the Of PROVIDENCE
in said county this 17th day of MARCH , A.D. 19 70
then personally appeared before me PETER A. ALMONTE, CARL B. LISA and ARNOLD N. MONTAQUILA
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.   Augustus  Notary Public  Notary Publ

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