



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

ORIGINAL ARTICLES OF INCORPORATION

FILED
SEP 03 2004
By m43627

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 RAM PAYROLL, 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:

Payroll services and any and all things related thereto and any and all things not prohibited by law.

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

(a) *If only one class:* Total number of shares 1000 (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.):

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 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:

In the event that any Stockholder, or the heirs, administrators, executors, successors or assigns of any Stockholder, or any person to whom title of any Stockholder in stock of the Corporation may pass or devolve by assignment for the benefit of creditors, appointment of a receiver, filing of a petition in bankruptcy, or by operation of law or otherwise, shall desire to sell the whole or any portion of his/her stock in the Corporation, he/she shall, before offering the same for sale to any other party, give notice in writing to the Corporation of his/her desire to sell, and in such writing offer to sell the same to the Corporation at the lowest price at which he/she is willing to sell said stock. Within twenty (20) days of the date of such notice, the Board of Directors or an Officer of the Corporation designated by the Board of Directors, shall deliver to such Stockholder, personally, or by registered mail, return receipt requested, addressed as stated on the books of

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the Corporation, a notice, in writing, signed by the Board of Directors or the designated Officer, of the election by the Corporation to purchase such stock. If such notice of election to purchase shall not be given within twenty (20) days, the stockholder shall be at liberty to sell said stock to any other party, provided that such sale is made within fifteen (15) days after the expiration of the said twenty (20) days, and at a price not less than the price at which it was offered to the Corporation.

The Directors may in a particular instance consent to any such proposed sale, but no such consent or waiver shall extend to other or subsequent instances.

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

The capital stock of the corporation, without par value, may be issued from time to time for such consideration consisting of cash, services, personal property, tangible or intangible or real estate as may be determined from time to time by the Board of Directors.

7. The address of the initial registered office of the corporation is 100 Oakland Beach Avenue
(Street)
Warwick, RI 02889 and the name of its initial registered agent at such address is
(City/Town) (Zip Code)
Jose Fernandes

8. 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 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.)

Title	Name	Address
Director	Jose Fernandes	86 Kimberly Lane, Cranston, RI 02921
Director	Victor Bica Jr.	217 Armstrong Avenue, Warwick, RI 02889

9. The name and address of each incorporator is:

Name	Address
Jose Fernandes	86 Kimberly Lane, Cranston, RI 02921

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

Dated September 1, 2004

[Signature]

Signature of each Incorporator

STATE OF RHODE ISLAND
COUNTY OF WASHINGTON

In North Kingstown, on this 15th day of September, 2004, personally appeared before me Jose Fernandes, 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.

Kenneth B. Milone
Notary Public KENNETH B. MILONE
My Commission Expires: 6/30/05