

Filing Fee \$150.00

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION

100 NORTH MAIN STREET

PROVIDENCE, RI 02903

Corp. I.D. #

8979 8

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 PARK AVENUE REALTY, 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

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

To carry on the business of a realty company, to purchase and to sell real estate, to buy, sell, manage, rent, construct, and lease buildings, shops, personal property, machinery and appliances, suitable for said business as a realty company; and to do and perform any other thing which is necessary or incidental to the above purposes; and to do or perform any other legal business activity; and further, to rebuild, enlarge, alter, or improve any buildings or other structures now or hereafter erected on any lands so owned, held, or occupied and to mortgage, borrow monies, sell, lease, or otherwise dispose of any kinds or interests in lands, in buildings, or other structures, any stores, shops, suites, rooms, or parts of any buildings or other structures at any time owned or held by the corporation; and to do and perform any other thing which is necessary or incidental to the above purposes; and to do or perform any other legal business activity.

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

(a) *If only one class:* Total number of shares 1,000 no par common

(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.)

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:

No stockholder of this corporation shall make a sale of any stock of the corporation held by him without first giving written notice to the corporation of his intention to sell the same and giving to the corporation the right to purchase said stock at the lowest price at which he is willing to sell, before the same shall be sold to any other party by him. The corporation shall exercise the right to purchase the stock so offered to it within thirty (30) days from the date of receipt of said offer, and if not accepted within said date, the stockholder shall be at liberty to make sale of said stock so offered to the corporation in open market for a price not less than the one at which said stock was offered to the corporation.

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

None other than those required by law.

SEVENTH. The address of the initial registered office of the corporation is 785 Charles Street, Providence, Rhode Island 02904 (add Zip Code) and the name of its initial registered agent at such address is: Davide C. Broccoli

Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is None 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.)

	<i>Name</i>	<i>Address</i>
President and Treasurer	- Davide C. Broccoli	785 Charles Street Providence, RI 02904
Vice President	- Davide C. Broccoli	785 Charles Street Providence, RI 02904
Secretary	- Davide C. Broccoli	785 Charles Street Providence, RI 02904

NINTH. The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
Davide C. Broccoli	785 Charles Street Providence, RI 02904

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

Immediately

Dated June 7, 1995

Davide C. Broccoli
Signature of each incorporator

Davide C. Broccoli

STATE OF RHODE ISLAND } In the City } of Providence
COUNTY OF } Town }

in said county this 7th day of June, A.D. 1995

then personally appeared before me Davide Broccoli

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.

Paul Monfrault
Notary Public
Notary Public