

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

See Exhibit A attached hereto

7. The address of the initial registered office of the corporation is c/o Edwards & Angell, 2700 Hospital Trust Tower
(Street)

Providence, RI 02903 and the name of its initial registered agent at such address is
(City/Town) (Zip Code)
Susan A. Keller, Esq.

8. The number of directors constituting the initial board of directors of the corporation is -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.)

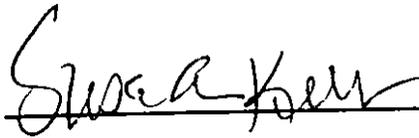
Title	Name	Address
	<u>Tracey L. Capuzziello</u>	<u>c/o American Express Financial Advisors</u> <u>6 Blackstone Valley Place, Suite 305, Lincoln, RI 02865</u>
	<u>Paul T. Capuzziello</u>	<u>c/o American Express Financial Advisors</u> <u>6 Blackstone Valley Place, Suite 305, Lincoln, RI 02865</u>

9. The name and address of each incorporator is:

Name	Address
<u>Susan A. Keller, Esq.</u>	<u>c/o Edwards & Angell</u> <u>2700 Hospital Trust Tower</u> <u>Providence, RI 02903</u>

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

Dated January 30, 19 98



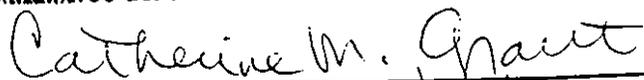
Susan A. Keller, Esq.

Signature of each Incorporator

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on this 30th day of January, 1998, personally appeared
before me Susan A. Keller, Esq.

~~each and all~~ known to me and known by me to be the ~~parties~~ ^{party} executing the foregoing instrument, and ~~they~~ ^{she} severally
acknowledged said instrument by ~~them~~ ^{her} subscribed to be ~~made~~ ^{her} free act and deed.



Notary Public

My Commission Expires: 1/13/2002

EXHIBIT A

Article SIXTH: No director of the Corporation shall be liable to the Corporation or to its stockholders for monetary damages for breach of the director's duty as a director; provided, however, that this Article SIXTH shall not eliminate or limit the liability of a director: (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) the liability imposed pursuant to the provisions of R.I.G.L. Sec 7-1.1-43 (as in effect or as hereafter amended); or (iv) for any transaction from which the director derived an improper personal benefit unless said transaction is permitted by R.I.G.L. Section 7-1.1-37.1 (as in effect or as hereafter amended). If the Rhode Island General laws are amended after the adoption of this Article SIXTH to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of each director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Rhode Island General Laws, as so amended. Neither the amendment nor repeal of this Article SIXTH nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article SIXTH shall eliminate or reduce the effect of this Article SIXTH in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article SIXTH, would occur or arise, prior to such amendment, repeal or adoption of an inconsistent provision.