

State of Rhode 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 Daniel J. Rubiano, CPA, 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 engage in the practice of public accounting and to carry on all services relative thereto; to do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth and to do every other act incidental thereto which is not prohibited by the laws of the State of Rhode Island or by these articles of incorporation.

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 unless a limited period of duration is stated in its articles of incorporation.
- (b) To sue and be sued, complain and defend, in its corporate name.
- (c) To have a corporate seal 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 security 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.
- (l) 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, stock 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.

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

(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.)

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:

The corporation shall have a lien and right of pre-emption upon its outstanding stock to be enforced in accordance with the by-laws of said corporation.

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

SEVENTH. The address of the initial registered office of the corporation is
4 Clear Meadow Drive, North Providence, Rhode Island 02911 (add Zip Code)
and the name of its initial registered agent at such address is:
Daniel J. Rubiano

EIGHTH. The number of directors constituting the initial board of directors of the corporation is -0- 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.)

Name	Address
Not yet elected	

NINTH. The name and address of each incorporator is:

Name	Address
Joseph Tudino	915 Smith Street, Providence, Rhode Island

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

as of date of filing MAY 28 1987

Dated May 21, 1987

Joseph Tudino

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

in said county this 21st day of May, A.D. 19 87

then personally appeared before me Joseph Tudino

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.

Funda Saul
Notary Public

5-857

009

06/01/87 PAID 0070A001
CPII 110.00
CHK 110.00

MAY 28 1987
PAC

ACORD INSURANCE BINDER

ISSUE DATE (MM/DD/YY)
5/19/87

THIS BINDER IS A TEMPORARY INSURANCE CONTRACT, SUBJECT TO THE CONDITIONS SHOWN ON THE REVERSE SIDE OF THIS FORM.

PRODUCER Herbert H. Landy, CPCU 75 Second Avenue, #410 Needham, MA 02194-2876		COMPANY Transportation/CNA		BINDER NO. 1																																																	
CODE 979-056429		SUB-CODE		<table border="1"> <tr> <th colspan="2">DATE</th> <th colspan="2">EFFECTIVE</th> <th colspan="2">TIME</th> <th colspan="2">DATE</th> <th colspan="2">EXPIRATION</th> <th colspan="2">TIME</th> </tr> <tr> <td colspan="2">Cov. eff.</td> <td colspan="2">3/17/87</td> <td colspan="2"></td> <td colspan="2">AM</td> <td colspan="2">Binder Exp</td> <td colspan="2">6/19/87</td> </tr> <tr> <td colspan="2"></td> <td colspan="2"></td> <td colspan="2"></td> <td colspan="2">PM</td> <td colspan="2"></td> <td colspan="2">12:01 AM</td> </tr> <tr> <td colspan="2"></td> <td colspan="2"></td> <td colspan="2"></td> <td colspan="2"></td> <td colspan="2"></td> <td colspan="2">NOON</td> </tr> </table>		DATE		EFFECTIVE		TIME		DATE		EXPIRATION		TIME		Cov. eff.		3/17/87				AM		Binder Exp		6/19/87								PM				12:01 AM												NOON	
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INSURED Daniel J. Rubiano 4 Clear Meadow Drive N. Providence, RI 02911		THIS BINDER IS ISSUED TO EXTEND COVERAGE IN THE ABOVE NAMED COMPANY PER EXPIRING POLICY NO.:																																																			
DESCRIPTION OF OPERATIONS/VEHICLES/PROPERTY (INCLUDING LOCATION) ACCOUNTANTS PROFESSIONAL LIABILITY																																																					

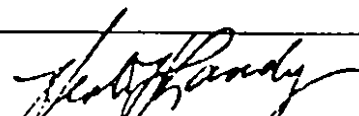
COVERAGES

TYPE OF INSURANCE PROPERTY		COVERAGES/FORMS	ALL LIABILITY LIMITS IN THOUSANDS		
CAUSES OF LOSS BASIC <input type="checkbox"/> BROAD <input type="checkbox"/> SPECIAL <input type="checkbox"/>			AMOUNT	DEDUCTIBLE	CONSUANCE
GENERAL LIABILITY <input type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS MADE <input type="checkbox"/> OCCURRENCE <input type="checkbox"/> OWNER'S & CONTRACTORS PROTECTIVE		RETRO DATE FOR CLAIMS MADE: _____ <input type="checkbox"/> ALL VEHICLES <input type="checkbox"/> SCHEDULED VEHICLES	GENERAL AGGREGATE	\$	
			PRODUCTS-COMP/OPS AGGREGATE	\$	
			PERSONAL & ADVERTISING INJURY	\$	
			EACH OCCURRENCE	\$	
			FIRE DAMAGE (ANY ONE FIRE)	\$	
			MEDICAL EXPENSE (ANY ONE PERSON)	\$	
AUTOMOBILE <input type="checkbox"/> LIABILITY <input type="checkbox"/> NONOWNED <input type="checkbox"/> HIRED <input type="checkbox"/> GARAGE			CSL	\$	
			BI PERS/ACCD	\$	
			PD	\$	
			MED PAY	\$	
			PIP	\$	
			UM	\$	
AUTO PHYSICAL DAMAGE <input type="checkbox"/> COLLISION DED: _____ <input type="checkbox"/> DTC DED: _____		<input type="checkbox"/> ALL VEHICLES <input type="checkbox"/> SCHEDULED VEHICLES	ACV	\$	
			STATED AMOUNT	\$	
			OTHER	\$	
EXCESS LIABILITY <input type="checkbox"/> UMBRELLA FORM <input type="checkbox"/> OTHER THAN UMBRELLA FORM		RETRO DATE FOR CLAIMS MADE: _____	EACH OCCURRENCE	AGGREGATE	SELF-INSURED RETENTION
WORKER'S COMPENSATION AND EMPLOYERS' LIABILITY			STATUTORY	(EACH ACCIDENT) (DISEASE-POLICY LIMIT) (DISEASE-EACH EMPLOYEE)	

SPECIAL CONDITIONS/RESTRICTIONS/OTHER COVERAGES

CLAIMS MADE: \$1MIL/1MIL - \$500D

NAME & ADDRESS

NAME & ADDRESS _____ _____ _____	MORTGAGEE		ADDITIONAL INSURED	
	LOSS PAYEE		_____	
	LOAN#			
	AUTHORIZED REPRESENTATIVE 			



979-056429

AMENDMENT OF NAME OF INSURED AND PRINCIPAL ADDRESS ENDORSEMENT

WE AGREE WITH YOU THAT ITEM 1 OF THE DECLARATIONS, NAME OF INSURED AND PRINCIPAL ADDRESS, IS DELETED IN ITS ENTIRETY AND REPLACED WITH THE FOLLOWING:

Daniel J. Rubiano, CPA, Inc.
4 Clear Meadow Drive
North Providence, RI 02911

ALL OTHER PROVISIONS OF THIS POLICY REMAIN UNCHANGED.

This endorsement is a part of your policy and takes effect on the effective date of your policy, unless another effective date is shown below.

Must Be Completed	
ENDT. NO.	POLICY NO.
3	ACM397 58 03

Complete Only When This Endorsement Is Not Prepared with the Policy Or Is Not to be Effective with the Policy	
ISSUED TO	EFFECTIVE DATE OF THIS ENDORSEMENT
Daniel J. Rubiano, CPA, Inc.	5/21/87



For All the Commitments You Make®

5/18/87 - mb

Countersigned by

Authorized Representative