

36005

Filing fee: \$70.00

**RESTATED ARTICLES OF INCORPORATION
OF**

Automobile Club Insurance Agency of Cranston, Inc.

Pursuant to the provisions of Section 7-1.1-59 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Restated Articles of Incorporation:

FIRST: The name of the corporation is **Automobile Club Insurance Agency of Cranston, Inc.**

SECOND: The period of its duration is **perpetual**

THIRD: The purpose or purposes which the corporation is authorized to pursue are:

To engage in and carry on any and all lawful acts or activities for which corporations may be organized under the Rhode Island Business Corporations Act, as amended, including but not limited to, conducting a general insurance agency and brokerage business, acting as an agent for insurance companies for soliciting and receiving applications and processing claims for property, casualty, accident and health, life insurance and all other general lines of insurance falling within the scope of those insurance companies and providing any and all other services related to the insurance business.

FOURTH: The aggregate number of shares which the corporation has authority to issue is **One Hundred (100), no par value**

Note: If the authorized shares consist of one class only, insert a statement of the par value of such shares or a statement that all of such shares are without par value.

If the authorized shares are divided into classes, insert a statement of the number of shares of each class, a statement of the par value of the shares of each such class or that such shares are without par value, and a statement of the preferences, limitations and relative rights in respect of the shares of each class.

If the authorized shares of any preferred or special class are issuable in series, insert a statement of the designation of each series, a statement of the variations in the relative rights and preferences as between series in so far as the same are fixed in the articles of incorporation and a statement of any authority vested in the board of directors to establish series and fix and determine the variations in the relative rights and preferences as between series.

16 MAY 1 3 17H FILED

MAY 03 1997
BY JESSE L. S. 16

FIFTH: Existing provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are:

Shareholders shall have no preemptive rights.

SIXTH: Existing provisions of the articles of incorporation for the regulation of the internal affairs of the corporation are:

See Exhibit A attached hereto.

SEVENTH: The restated articles of incorporation correctly set forth without change the corresponding provisions of the articles of incorporation as heretofore amended, and supersede the original articles of incorporation and all amendments thereto.

Dated May 7, 1997

Automobile Club Insurance Agency of
Cranston, Inc.

By H. Thomas Rowles
H. Thomas Rowles
Its President
and Michael G. Cousens
Michael G. Cousens
Its Secretary

STATE OF RHODE ISLAND

COUNTY OF KENT

} Sc.

At Warwick, in said county on this 7th day of
May, 1997, personally appeared before me
H. Thomas Rowles, who, being by me first duly sworn, declared that he is the
President of Automobile Club Insurance Agency of
Cranston, Inc.
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

Charles S. White
Notary Public

(NOTARIAL SEAL)

My commission expires: June 26, 1997

EXHIBIT A

1. The corporation may, from time to time, and in conformity with the provisions of the Rhode Island Business Corporation Act, distribute to its shareholders, directly or by the purchase of its own shares, a portion of its assets, in cash or property, out of the unreserved and unrestricted capital surplus of the corporation.

2. Except for those actions excluded by Section 7-1.1-30.3(b) of the Rhode Island Business Corporation Act, any action required or permitted to be taken at a meeting of shareholders may be taken without a meeting upon the written consent of less than all the shareholders entitled to vote thereon if the shareholders who so consent would be entitled to cast at least the minimum number of votes which would be required to take such action at a meeting at which all shareholders entitled to vote thereon were present. In the event of such written action, prompt notice of such action shall be given to all shareholders who would have been entitled to vote upon the action if such meeting were held.

3. No director shall have personal liability to the corporation or to its shareholders for monetary damages for breach of such director's duty as a director provided that this provision shall not eliminate or limit the liability of such director: (i) for any breach of the director's duty of loyalty to the corporation or to its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 7-1.1-43 of the Rhode Island Business Corporation Act; or (iv) for any transaction from which the director derived an improper personal benefit (unless such transaction is permitted by Section 7-1.1-37.1 of the Rhode Island Business Corporation Act).

4. The corporation may provide, either in the corporation's bylaws or by contract, for the indemnification of directors, officers, employees and agents, by whomever elected or appointed, to the full extent presently permitted by law; provided, however, that if the applicable law is hereafter modified to permit indemnification in situations where it was not theretofor permitted, then such indemnifications may be permitted to the full extent permitted by such law as amended.

259143_1

FILED

MAY 08 1997

By 11859