

## 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 ALAN HOCHMAN TOURS, 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) it is perpetual

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

To organize, for sale and marketing on a retail and wholesale basis, individual and group travel in this country and outside of the U. S. A.; to do business in this state in related areas, in its own name or through affiliated or related proprietorships, partnerships and corporations.

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 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:

The present shareholder(s) shall have the pre-emptive right to acquire unissued or treasury shares or securities convertible into shares or carrying a right to subscribe to or acquire such shares.

Said pre-emptive right shall be only an opportunity to acquire shares or other securities under such terms and conditions as the Board of Directors may fix for the purpose of providing a fair and reasonable opportunity for the exercise of such right.

corporation.

No shareholder of this corporation shall make a sale of any shares of stock in the corporation held by him without first giving notice to the corporation of his intention to sell same and providing to the corporation the right to purchase said shares at the lowest price at which he is willing to sell, before the same shall be sold by him to any other party.

The corporation shall exercise the right to purchase the shares so offered to it within thirty (30) days from the date of the receipt of said offer, and if not accepted within said date, the holder shall be at liberty to sell said shares of stock so offered to the corporation, in the open market, at a price per share not less than that asked of or offered to the corporation.

SEVENTH. The address of the initial registered office of the corporation is  
849 Hope Street, Providence, R. I. 02906 (add Zip Code)  
and the name of its initial registered agent at such address is:  
Alan Hochman

EIGHTH. 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 §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>
ALAN R. HOCHMAN	849 Hope Street Providence, R. I. 02906
MARILYN HOCHMAN	849 Hope Street Providence, R. I. 02906

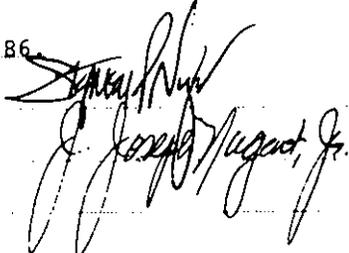
NINTH. The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
J. Joseph Nugent, Jr.	
Stephen P. Nugent	(BOTH CARE OF) Stephen P. Nugent Law Offices 607 Hospital Trust Bldg Providence, R. I. 02901

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

Immediately upon filing of articles of incorporation.

Dated December 17, 1986



STATE OF RHODE ISLAND } City  
COUNTY OF Providence } In the ~~State~~ } of Providence, R. I.

in said county this 17th day of December, A.D. 1986

then personally appeared before me J. Joseph Nugent, Jr.

Stephen P. Nugent

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.

*Lari A. Rice*

Notary Public

4/1/83

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DEC 17 1986  
*SR/MS*

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CHEK 110.00  
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