

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

89356

Corp. I.D. # _____

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 WOLPERT & GERSTENBLATT, 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:

PRACTICE OF LAW (ATTORNEYS AT LAW) AS PERMITTED UNDER THE RHODE ISLAND PROFESSIONAL SERVICE CORPORATION ACT (R.I.G.L. SECTION 7-5.1-1 ET SEQ.) (1956 ENACTMENT AS AMENDED)

FILED

MAY 1 1996

MAY 1 1 24 PM '96

RECEIVED SECRETARY OF STATE CORPORATION DIVISION

By [Signature]

160516

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

(a) *If only one class:* Total number of shares 800 SHARES 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.)

ALL 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 CORPORATION HEREBY SPECIFICALLY RESERVES THE RIGHT TO ADOPT APPLICABLE PREEMPTIVE RIGHTS PERTAINING TO ITS SHARES BY MEANS OF STOCK PURCHASE AGREEMENT(S) OR CROSS PURCHASE AGREEMENT(S), AS MAY FROM TIME TO TIME BE EXECUTED, OR AS SET FORTH FROM TIME TO TIME IN THE BYLAWS OF THE CORPORATION.

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

THE CORPORATION IS ORGANIZED AS A CLOSE CORPORATION PURSUANT TO RHODE ISLAND GENERAL LAWS SECTION 7-1.1-51 (1956 ENACTMENT, AS AMENDED); AND THE INTERNAL AFFAIRS OF THE CORPORATION ARE GOVERNED BY THE BYLAWS AND PROVISIONS OF THE STATUTES IN SUCH CASE MADE AND PROVIDED.

SEVENTH. The address of the initial registered office of the corporation is 10 DORRANCE STREET, PROVIDENCE, RI 02903 (add Zip Code) and the name of its initial registered agent at such address is: JOEL K. GERSTENBLATT


Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is N/A 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
THE OFFICERS WILL BE ELECTED AT THE FIRST MEETING OF INCORPORATORS	

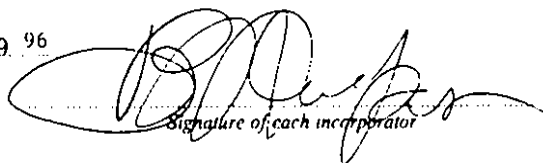
NINTH. The name and address of each incorporator is:

Name	Address
BRUCE A. WOLPERT	10 DORRANCE STREET, PROVIDENCE, RI 02903

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

MAY 6, 1996

Dated APRIL 30, 19 96

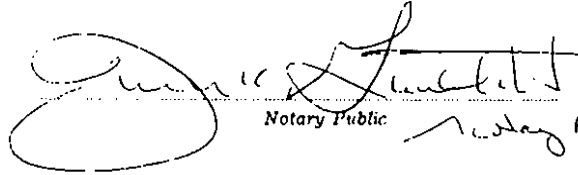

Signature of each incorporator

STATE OF RHODE ISLAND } In the City } of PROVIDENCE
COUNTY OF PROVIDENCE } ~~PROVIDENCE~~ }

in said county this ^{30th} day of APRIL, A.D. 1996

then personally appeared before me BRUCE A. WOLPERT

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.


Notary Public *Bruce A. Wolpert*

ACORD CERTIFICATE OF INSURANCE DATE (MM/DD/YY) 4-30-96

PRODUCER
 Rollins Hudig Hall of MA, Inc.
 99 High Street
 Boston, MA 02110-3271
 617-482-3100

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW.

INSURED
 Wolpert & Gerstenblatt, Inc.
 10 Dorrance Street
 Providence, RI 02903

COMPANIES AFFORDING COVERAGE

COMPANY A	Twin City Fire Insurance Company
COMPANY B	
COMPANY C	
COMPANY D	

COVERAGES
 THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED, NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN. THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

CO LTR	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YY)	POLICY EXPIRATION DATE (MM/DD/YY)	LIMITS
	GENERAL LIABILITY <input type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input checked="" type="checkbox"/> CLAIMS MADE <input type="checkbox"/> OCCUR <input type="checkbox"/> OWNER'S & CONTRACTOR'S PROT				GENERAL AGGREGATE \$ PRODUCTS-COMP/OP AGG \$ PERSONAL & ADV INJURY \$ EACH OCCURRENCE \$ FIRE DAMAGE (Any one fire) \$ MED EXP (Any one person) \$
	AUTOMOBILE LIABILITY <input type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> HURED AUTOS <input type="checkbox"/> NON-OWNED AUTOS				COMBINED SINGLE LIMIT \$ BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE \$
	GARAGE LIABILITY <input type="checkbox"/> ANY AUTO				AUTO ONLY - EA ACCIDENT \$ OTHER THAN AUTO ONLY: EACH ACCIDENT \$ AGGREGATE \$
	EXCESS LIABILITY <input type="checkbox"/> UMBRELLA FORM <input type="checkbox"/> OTHER THAN UMBRELLA FORM				EACH OCCURRENCE \$ AGGREGATE \$
	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY THE PROPRIETOR/PARTNERS/EXECUTIVE OFFICERS ARE: <input type="checkbox"/> INCL <input type="checkbox"/> EXCL				STATUTORY LIMITS EACH ACCIDENT \$ DISEASE - POLICY LIMIT \$ DISEASE - EACH EMPLOYEE \$
A	OTHER Lawyer's Professional Liability	TBI	5-3-96	5-3-97	\$2,000,000 per claim \$4,000,000 aggregate \$ 5,000 deductible

DESCRIPTION OF OPERATIONAL LOCATIONS/VEHICLES/SPECIAL ITEMS
 This is a "claims made" policy and coverage is only in force during the policy period noted on this certificate.

CERTIFICATE HOLDER

CANCELLATION
 SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, THE ISSUING COMPANY WILL ENDEAVOR TO MAIL 10 DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE LEFT. BUT FAILURE TO MAIL SUCH NOTICE SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE COMPANY, ITS AGENTS OR REPRESENTATIVES.
 AUTHORIZED REPRESENTATIVE
Patricia Young
 134420000
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