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ID Number: 139059



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)

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:

1. The name of the corporation is Valley Motors, Inc.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The period of its duration is (if perpetual, so state) Perpetual

3. The specific purpose or purposes for which the corporation is organized are:
The retail sale and service of automobiles and any other purpose allowed by law.

4. The aggregate number of shares which the corporation shall have authority to issue is:
(a) *If only one class:* Total number of shares 100 (If the authorized shares are to consist of one class only the par value of such shares or a statement that all of such shares are to be without par value.):

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 Chapter 7-1.1 of the General Laws, 1956, as amended, 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.):

5. Provisions, if any, dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

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SECRETARY OF STATE
CORPORATIONS DIVISION

FILED

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By C26112

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

7 The address of the initial registered office of the corporation is 198 Broad Street (Street Address, not P.O. Box)
Cumberland, RI 02864 and the name of its initial registered agent
(City/Town) (Zip Code)
at such address is Valentino Almeida
(Name of Agent)

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

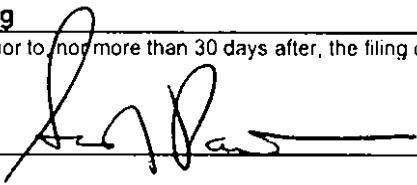
<u>Title</u>	<u>Name</u>	<u>Address</u>
<u>President</u>	<u>Valentino Almeida</u>	<u>198 Broad Street, Cumberland, RI 02864</u>
<u>Vice President</u>	<u>Philip Almeida</u>	<u>105 Stella Drive, North Providence, RI 02911</u>
<u>Secretary</u>	<u>Philip Almeida</u>	<u>105 Stella Drive, North Providence, RI 02911</u>
<u>Treasurer</u>	<u>Valentino Almeida</u>	<u>198 Broad Street, Cumberland, RI 02864</u>

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Scott J. Partington, Esq.</u>	<u>1725 Mendon Road, Cumberland, RI 02864</u>

10. Date when corporate existence is to begin Upon filing
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: 11-19-03

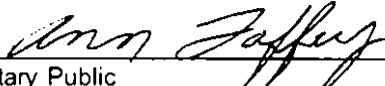


Signature of each Incorporator

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Cumberland, on this 19th day of November, 2003, personally
appeared before me Scott J. Partington, Esquire

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
My Commission Expires: 11-16-05