

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 Valley Brook Partners, 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:

Acquisition and development of land and property.

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 20,000 no par value

(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:

Any stockholder including the heirs, assignors, executors or administrators of a deceased stockholder desiring to sell or transfer any stock of this corporation, shall first offer such stock to the corporation through its Board of Directors; provided however that the corporation shall exercise its right to purchase said shares within 30 days after the stockholder shall have notified it in writing of his desire to sell said shares. And if the corporation shall decide to purchase said shares, such stockholder shall, upon the proper tender of the price thereof, transfer to the corporation his shares so sold; and if the corporation shall elect not to purchase said stock within 30 days then such stockholder shall at any time after the expiration of said 30 days sell such shares to any of the parties at not less than the price at which the same was offered to the corporation.

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

None.

SEVENTH. The address of the initial registered office of the corporation is
201 Hillside Road, Garden City, Cranston, RI 02920 (add Zip Code)
and the name of its initial registered agent at such address is:
Joseph J. Altieri, Ltd.

EIGHTH. The number of directors constituting the initial board of directors of the corporation is four 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>
Robert A. Cioe, President/Director	One Valley Brook Drive, Warwick, RI
Anthony R. Cioe, Vice President/Director	One Valley Brook Drive, Warwick, RI
Robert A. Cioe, Secretary/Director	One Valley Brook Drive, Warwick, RI
Anthony R. Cioe, Treasurer/Director	One Valley Brook Drive, Warwick, RI
Robert R. Cioe, Director	One Valley Brook Drive, Warwick, RI
John M. Cioe, Director	One Valley Brook Drive, Warwick, RI

NINTH. The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
Robert A. Cioe	One Valley Brook Drive, Warwick, RI

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

immediately upon filing.

Dated 11-16, 1989


ROBERT A. CIOE

STATE OF RHODE ISLAND
COUNTY OF Providence

} In the City of Cranston
TOWN }

in said county this 6th day of November, A.D. 1989
then personally appeared before me ROBERT A. GIOE

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.

Robert A. Gioe
Notary Public

2927

RECORDED
SECRETARY OF STATE
PROVIDENCE, R.I.

NOV 28 1989

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R-30065

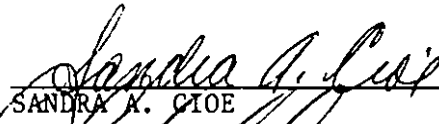
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CORPORATE RESOLUTION

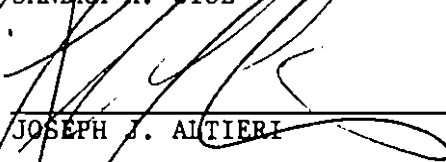
A meeting of the Directors was held on October 24, 1989, at Cranston, RI it is hereby resolved that the corporation hereby consents to and expressly grants permission to the Rhode Island Secretary of State to open a corporation known as "Valley Brook Partners, Inc."



ROBERT A. CIOE



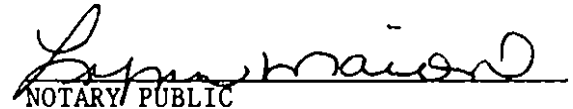
SANDRA A. CIOE



JOSEPH J. ALTIERI

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

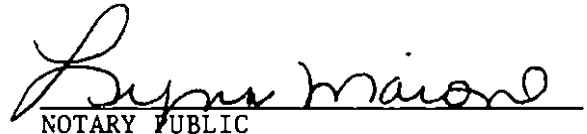
In Cranston on the 30 day of October, 1989, before me personally appeared ROBERT A. CIOE, to me known and known by me to be the party executing the foregoing instrument and he acknowledged said instrument by him executed to be his free act and deed.



NOTARY PUBLIC

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

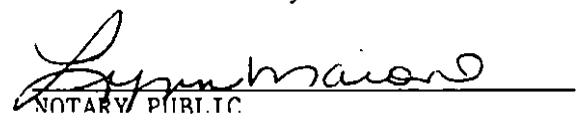
In Cranston on the 30 day of October, 1989, before me personally appeared SANDRA A. CIOE, to me known and known by me to be the party executing the foregoing instrument and she acknowledged said instrument by her executed to be her free act and deed.



NOTARY PUBLIC

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Cranston on the 30 day of October, 1989, before me personally appeared JOSEPH J. ALTIERI, to me known and known by me to be the party executing the foregoing instrument and he acknowledged said instrument by him executed to be his free act and deed.



NOTARY PUBLIC



VALLEY BROOK REALTY, INC.

October 24, 1989.


Secretary of State
100 North Main Street
Providence, RI 02920

RE: Valley Brook Partners

Dear Ms. Connell:

Enclosed herewith is a Corporate Resolution adopted by the Board of Directors of Valley Brook Realty, Inc., hereby granting permission to allow and permit the Secretary of State to open a corporation known as Valley Brook Partners, Inc.

Sincerely,



SANDRA A. CIOE, President

SAC:lm

Enclosure