

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

(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 shares are to be without par value.

(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:

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

1. There shall be no Board of Directors of this Corporation and any and all of the powers normally vested in a Board of Directors shall be vested in the stockholders of said Corporation.
2. Except for those actions excluded by the provisions of the Rhode Island Business Corporation Act, any action required or permitted to be taken at a meeting of Stockholders may be taken without a meeting upon the written consent of less than all the Stockholders entitled to vote thereon if the Stockholders 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 Stockholders entitled to vote thereon were present. In the event of such written action, prompt notice of such action shall be given to all Stockholders who would have been entitled to vote upon the action if such meeting were held.
3. The stock of the Corporation is subject to transfer restrictions as set forth in the By-laws of the said Corporation and Certificates of stock of the Corporation shall not be transferred or sold unless there is compliance with the provisions of said transfer restrictions.

SEVENTH. The address of the initial registered office of the corporation is
20 Greco Lane, Warwick, RI 02886 (add Zip Code)
and the name of its initial registered agent at such address is: CHARLES
BUTTERFIELD JR., LTD., 250 Centerville Road, Warwick, RI 02886

EIGHTH. The number of directors constituting the initial board of directors of the corporation is none 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 |
|------------------|---------|
| To be determined | |

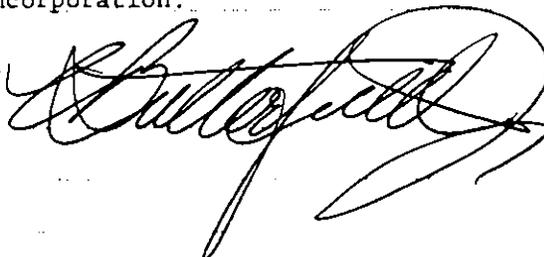
NINTH. The name and address of each incorporator is:

| Name | Current or former Address (1991) |
|--------------------------|--|
| Charles Butterfield, Jr. | 250 Centerville Road, Warwick, RI 02886 DUNN & DUNN |

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

Upon issuance of Certificate of Incorporation.

Dated 5/4, 1989.



STATE OF RHODE ISLAND

COUNTY OF Kent

} In the City of ~~Providence~~ }

of Warwick

in said county this 4th day of May, A.D. 19 89,

then personally appeared before me Charles Butterfield, Jr.

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.

Donna F. Bathgate
Notary Public

DONNA F. BATHGATE
Notary Public, State of R.I.
Commission Expires June 30, 1991

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SECRETARY OF STATE
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