

Filing Fee \$150.00

ID Number: 100866



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

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

**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:

1. The name of the corporation is Lamborghini/Feibelman Ltd.  
~~(The name of the corporation must be 7-1.1 of the General Laws, 1956, as amended, (not a franchise))~~
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 practice of architecture and architectural design and all other valid purposes  
for which corporations may be incorporated under the Rhode Island Professional Services  
Corporation Law (R.I.G.L. 7-5.1-1 et seq.) and to have all the powers conferred upon  
corporations organized under said 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 800 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 to be no 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 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 the vote or votes any thereof that may be desired but which shall not be fixed by the articles.);  

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5. 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 Agreements as may  
from time to time be executed or set forth from time to time in the By-Laws of the  
corporation.

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

None

7. The address of the initial registered office of the corporation is 10 Dorrance Street, Suite 530,  
Providence, RI 02903 and the name of its initial registered agent at such address is  
(City/Town) (Zip Code)  
Bruce A. Wolpert, Esquire

8. The number of directors constituting the initial board of directors of the corporation is 1 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.)

Title	Name	Address
	<u>Barbara Feibelman</u>	<u>725 Branch Avenue, Providence, RI 02904</u>

9. The name and address of each incorporator is:

Name	Address
<u>Barbara Feibelman</u>	<u>725 Branch Avenue, Providence, RI 02904</u>

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

Dated April 29, 19 98

Barbara Feibelman

Signature of each Incorporator

STATE OF Rhode Island  
COUNTY OF Providence

In Providence, on this 29 day of April, 19 98, personally appeared before me Barbara Feibelman, 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.

Doreen M. Bauhauff  
Notary Public  
My Commission Expires: 7-24-01

DATE (MM/DD/YY)  
04/27/98

Bixby Insurance Agency, Inc.  
P.O. Box 830 - 651 Putnam Pike  
Greenville, RI 02828

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.

### INSURERS AFFORDING COVERAGE

Lamborghini/Feibelman Ltd.  
745 Branch Avenue  
Providence, RI 02904

INSURER A Nat'l Fire Ins. Co. of Hartford  
INSURER B Continental Casualty Co.  
INSURER C  
INSURER D  
INSURER E

## COVERAGES

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. AGGREGATE LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YY)	POLICY EXPIRATION DATE (MM/DD/YY)	LIMITS	
A	GENERAL LIABILITY					
X	COMMERCIAL GENERAL LIABILITY	1 7777587	01/25/98	01/25/01	EACH OCCURRENCE	\$1,000,000
	CLAIMS MADE: X OCCUR				PIPE DAMAGE (Any one fire)	\$ 100,000
					MED EXP (Any one person)	\$ 10,000
					PERSONAL & ADV INJURY	\$1,000,000
					GENERAL AGGREGATE	\$2,000,000
					PRODUCTS - COMP/OP AGG	\$2,000,000
	GEN'L AGGREGATE LIMIT APPLIES PER					
X	POLICY					
	PROJECT					
	LOC					
	AUTOMOBILE LIABILITY				COMBINED SINGLE LIMIT (Per accident)	\$
	ANY AUTO					
	ALL OWNED AUTOS				BODILY INJURY (Per person)	\$
	SCHEDULED AUTOS					
	HIRED AUTOS				BODILY INJURY (Per accident)	\$
	NON OWNED AUTOS					
					PROPERTY DAMAGE (Per accident)	\$
	GARAGE LIABILITY				AUTO ONLY - EA ACCIDENT	\$
	ANY AUTO					
					OTHER THAN AUTO ONLY	\$
					EA ACC	\$
					AUTO ONLY AGG	\$
	EXCESS LIABILITY				EACH OCCURRENCE	\$
	OCCUR CLAIMS MADE				AGGREGATE	\$
						\$
	DEDUCTIBLE					\$
	RETENTION \$					\$
	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY				WC STATUS - EMPLOYER'S VITS	OTH FR
					FL EACH ACCIDENT	\$
					EL DISEASE - EA EMPLOYEE	\$
					FL DISEASE - POLICY LIMIT	\$
B	OTHER Professional Liability	SFN113831473	01/01/98	11/15/99	\$500,000 Per Claim/ \$1,000,000 Annual Aggregate	

DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES/EXCLUSIONS ADDED BY ENDORSEMENT/SPECIAL PROVISIONS

## CANCELLATION

Secretary of State  
100 North Main Street  
Providence, RI

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, THE ISSUING INSURER WILL ENDEAVOR TO MAIL \_\_\_\_\_ DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE LEFT, BUT FAILURE TO DO SO SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE INSURER, ITS AGENTS OR REPRESENTATIVES.

**AUTHORIZED REPRESENTATIVE**

**ACORD 25-S (7/97)**

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April 29, 1998

Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903

RE: Lamborghini/Feibelman Ltd.

Gentlemen:

Please be advised that the undersigned hereby consents to the use of the corporate name of Lamborghini/Feibelman, Ltd. and hereby authorizes Barbara Feibelman to act as incorporator of Lamborghini/Feibelman, Ltd.

Lamborghini/Feibelman, LLC

By: Barbara Feibelman  
Barbara Feibelman, Member

Donna M. Baribault  
exp. 7-24-01 notary  
Donna M. Baribault



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

BOARD OF EXAMINATION AND  
REGISTRATION OF ARCHITECTS

RAYMOND A. DeCESARE, Chairman  
GLENN R. GARDINER, Vice-Chairman  
MARK SACCOCCIO, Secretary  
DANA M. NEWBROOK  
ANDREW YATES

CHARLES-ORMS BUILDING  
10 ORMS STREET, SUITE 324  
PROVIDENCE, RI 02904-2228  
(401) 222-2565  
Fax: (401) 331-8691

22 May 1998

LAMBORGHINI/FEIBELMAN LTD.  
745 BRANCH AVENUE  
PROVIDENCE, RI 02904

Dear Sir/Madam:

Every annual application for Certificate of Authorization to practice must be approved by the Secretary of State. In the first year, said approval must be accompanied by a Certificate of Authorization. On subsequent years, renewals must be accompanied by a Certificate of Good Standing from the Secretary of State's office.

Your Certificate of Authorization has been reviewed and approved by the Rhode Island Board of Examination and Registration of Architects. To complete the process, the following information is requested.

A CERTIFICATE OF GOOD STANDING, not Certificate of Authority, issued by the Rhode Island Secretary of State's Office, indicating that at the present time your corporate entity is in good standing. The Board is requesting that a certificate of good standing be provided within 60 days. THIS LETTER MUST ACCOMPANY YOUR CERTIFICATE OF AUTHORITY APPLICATION TO THE SECRETARY OF STATE'S OFFICE, ALONG WITH THE REQUIRED FEE FOR A CERTIFICATE OF GOOD STANDING.

You can contact the Secretary of State's Office by calling (401) 222-3040. Ask for corporations and explain you need the necessary papers to become registered in the State of Rhode Island.

Upon receipt of this CERTIFICATE OF GOOD STANDING, the Board will issue your Certificate of Authorization. If you have any questions, please feel free to contact this Board through its secretary or legal counsel.

Please be advised that until receipt of this CERTIFICATE OF GOOD STANDING your application is considered incomplete and you are not authorized to practice architecture in the state of Rhode Island.

Very truly yours,

BOARD OF EXAMINATION AND  
REGISTRATION OF ARCHITECTS

*Dana M. Newbrook*

Dana M. Newbrook  
Secretary

DMN/dmb