

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

Corp I.D. # 97267

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 MTR Realty Corp.

(A close corporation pursuant to §7-11-51 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:

To own, operate, maintain and lease real property in the State of Rhode Island, and to perform any and all other lawful purpose allowed by Rhode Island Law.

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By [Signature]

192221

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

(a) *If only one class:* Total number of shares ... 1000

(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.)

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:

None

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
6 Blackstone Valley Place Lincoln RI 02865 (add Zip Code)
and the name of its initial registered agent at such address is:
Kenneth J Perrone

Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 2 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>
Patty Ann Mueller	4 Deborah Street Cumberland RI 02864
Jeffrey John Mueller	4 Deborah Street Cumberland RI 02864

NINTH. The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
Patty Ann Mueller	4 Deborah Street Cumberland RI 02864
Jeffrey John Mueller	4 Deborah Street Cumberland RI 02864

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

Upon filing of these articles of incorporation

Dated October 21, 19 97

Patty Ann Mueller
Signature of each incorporator

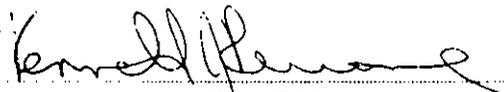
Jeffrey John Mueller

STATE OF RHODE ISLAND } In the CityX } of Lincoln
COUNTY OF Providence } Town }

in said county this 21st day of October, A.D. 19 97

then personally appeared before me Patty Ann Mueller and Jeffrey John
Mueller

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

Kenneth J. Perroce
Notary Public
State of Rhode Island
My Commission Expires 6/18/99