

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 02903-1335

Corp. I.D. # 96568

BUSINESS CORPORATION

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 KelKat Holdings, 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:

To engage in the business of acquiring, holding, buying, selling, using and renting real estate, and any other lawful purpose recognized by the General Laws of the State of Rhode Island of 1956, as amended.

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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.)

No Par Common

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:

See Attached Exhibit A incorporated herein by reference.

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

See Attached Exhibit A incorporated herein by reference.

SEVENTH: The address of the initial registered office of the corporation is ..864 Central Avenue, Pawtucket, RI 02861..... (add Zip Code) and the name of its initial registered agent at such address is: Thomas A. Blanchette



Signature of registered agent

EIGHTH: The number of directors constituting the initial board of directors of the corporation is -0- 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 Elected Upon Incorporation.	

NINTH: The name and address of each incorporator is:

Name	Address
Thomas A. Blanchette	864 Central Avenue, Pawtucket, RI 02861

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

Immediately Upon Incorporation.

Dated July 22, 1996



Signature of each incorporator  
Thomas A. Blanchette,  
Incorporator



**KELKAT**  
**PROPERTIES, INC.**

PO Box K  
PAWTUCKET, RI 02861  
(508) 336-0609

July 22, 1996

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

RE: Incorporation of KelKat Holdings, Inc.

SUB: Letter of Consent under R.I.G.L. §7-1.1-7.

Dear Sir:

I am Robert T. Roy, of 38 Apple Orchard Lane, Seekonk, Massachusetts 02771, and am the sole stockholder, director, and President, Treasurer and Secretary of KelKat Properties, Inc., a Rhode Island Corporation, with its principal place of business located at 23 Bloomfield Street, Pawtucket, Rhode Island 02861.

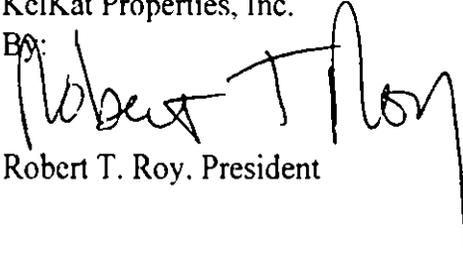
I hereby give consent to Thomas A. Blanchette, Esq., 864 Central Avenue, Pawtucket, Rhode Island 02861, to incorporate KelKat Holdings, Inc., as a Rhode Island Corporation. It is intended that I am to be the sole director, and corporate officer of KelKat Holdings, Inc. .

Thank you.

Sincerely yours,

KelKat Properties, Inc.

By:



Robert T. Roy, President

**Exhibit A**

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

No stockholder shall transfer, sell or pledge his stock to any person, firm or corporation, without first offering the same in writing to this corporation; said offer to sell, transfer or pledge shall be at a fair and reasonable price, not to exceed the value thereof as shown by the books of the corporation; and the corporation shall have thirty (30) days in which to accept or to reject the same; and no transfer shall be effective unless recorded on the books of the said corporation, unless expressly waived in writing by said corporation.

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

No Director of this Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director notwithstanding any provision of law imposing such liability; provided, however, that this paragraph shall not eliminate or limit any liability of a Director for any breach of the Director's duty of loyalty to the Corporation or its stockholders; for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; for liability under Section 7-1.1-43 of the Rhode Island General Laws of 1956, as amended; with respect to any transaction from which the Director derived an improper personal benefit. No amendment or repeal of this paragraph shall adversely affect the rights and protection afforded to a Director of this Corporation under this paragraph for acts or omissions occurring while this paragraph is in effect. Notwithstanding the foregoing provisions if the Rhode Island General Laws are subsequently amended to further eliminate or limit the personal liability of Directors or to authorize corporate action to further eliminate or limit such liability, then the liability of the Directors of this Corporation shall, without any further action of the Board of Directors or the stockholders of this Corporation, be eliminated or limited to the extent permitted by law.

