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**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**

**ARTICLES OF INCORPORATION**  
(To Be Filed In Duplicate Original)

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 Sea Whale Motel, Inc.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

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:  
To own, operate and manage the Sea Whale Motel in Middletown, R.I., plus any other lawful purpose.

4. The aggregate number of shares which the corporation shall have authority to issue is: 1,000

(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 such shares are to be without par value

(b) If more than one class. Total number of shares or (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, 1956, as amended, 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.):

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

Subject to preemptive rights as contained in the corporate records.

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

These are contained in the corporate By-Laws.

7 The address of the initial registered office of the corporation is 38 Bellevue Avenue  
(Street Address, not P.O. Box)  
Newport, RI 02840 and the name of its initial registered agent  
(City/Town) (Zip Code)  
at such address is Gregory B. Klaiber  
(Name of Agent)

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

<u>Title</u>	<u>Name</u>	<u>Address</u>
<u>President</u>	<u>Teresa O'Donnell</u>	<u>150 Aquidneck Avenue, Middletown, R.I. 0284</u>
<u>V. President</u>	<u>Jeffrey D. Burgess</u>	<u>" " " " " "</u>
<u>Secretary</u>	<u>Teresa O'Donnell</u>	<u>" " " " " "</u>

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Teresa O'Donnell</u>	<u>150 Aquidneck Avenue, Middletown, R.I. 02842</u>
<u>Jeffrey D. Burgess</u>	<u>" " " " " "</u>

10. Date when corporate existence is to begin ~~January 1, 2003~~ January 1, 2003  
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: October 17, 2002

Teresa O'Donnell  
Teresa O'Donnell

Jeffrey D. Burgess  
Jeffrey D. Burgess Signature of each Incorporator Burgess

STATE OF RHODE ISLAND  
COUNTY OF NEWPORT

In Newport, on this 17th day of October, 2002, personally appeared before me Teresa O'Donnell and Jeffrey D. Burgess, 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.

Gregory B. Klaiber  
Notary Public Gregory B. Klaiber  
My Commission Expires: 6/20/2005