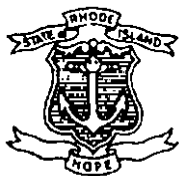


Filing Fee: \$150.00

ID Number:

116669



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

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CORPORATIONS DIV.
SEP 26 9 29 AM '00

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 RCS REALTY, 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:
General Financial Investing, Real Estate Acquisitions, and Construction of Homes

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

(a) If only one class: Total number of shares 200 (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 value for shares

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, 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:

First right of refusal

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CORPORATIONS DIV.
JAN 31 2001

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JAN 31 2001

By 25822.1

5. Provisions, if any, for the regulation of the internal affairs of the corporation:
By-laws

7. The address of the initial registered office of the corporation is 595 Putnam Pike
Greenville, RI 2828 (Street Address, not P.O. Box)
(City/Town) (Zip Code) and the name of its initial registered agent
at such address is Robert C. Shirley
(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is 4 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>
President	Robert C. Shirley	595 Putnam Pike, Greenville, RI 02828
Vice President	Robert C. Shirley	595 Putnam Pike, Greenville, RI 02828
Secretary	Robert C. Shirley	595 Putnam Pike, Greenville, RI 02828
Treasurer	Robert C. Shirley	595 Putnam Pike, Greenville, RI 02828

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Robert C. Shirley	595 Putnam Pike, Greenville, RI 02828

10. Date when corporate existence is to begin September 15, 2000
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: September 15, 2000

Robert C. Shirley

Signature of each Incorporator

STATE OF Rhode Island
COUNTY OF Providence

In Smithfield, on this 15th day of September, 00, personally
appeared before me Robert C. Shirley,
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.

Frank Tassoni
Notary Public
My Commission Expires: May 14, 2002

FRANK TASSONI
Notary Public
My commission expires:
5/14/02

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, Secretary of State

February 6, 2001

Robert C. Shirley
595 Putnam Pike
Greenville, RI 02828

Re: **ID 116669**
RCS Realty, Inc.

Dear Mr. Shirley:

On January 31, 2001, this office accepted for filing Articles of Incorporation for the above-named corporation. It has come to our attention that the corporate existence date pre-dates the date of filing. Pursuant to Section 7-1.1-50 of the General Laws of Rhode Island, 1956, as amended, the date of corporate existence may be the date of filing or upon such later date, not more than 30-days after the filing of the articles of incorporation.

Therefore, for purposes of our records, the filing date of the Articles of Incorporation, January 31, 2001, has been deemed to be the corporate existence date. Please attach this letter to the duplicate original copy of the Articles of Incorporation.

If you have any questions, please feel free to contact me.

Very truly yours,

CORPORATIONS DIVISION

Maureen E. Ewing
Maureen E. Ewing
Assistant to the Director

Enc.

100 North Main Street
Providence
Rhode Island
02903-1355

Corporations/UCC
401-222-3040
Fax: 401-222-1309

Elections
401-222-2349
Fax: 401-222-1444

First Stop Business
Information Center
401-222-2185
Fax: 401-222-3896

Notary/Trademarks
401-222-1487
Fax: 401-222-3879

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