

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. #

93870

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 Breakthrough Academy for Research and Training, 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 operate a facility to train, teach and instruct adult individuals in business corporations concerning motivation, research and training or for any other purpose for which a corporation may exist under the laws of Rhode Island.

DEPARTMENT OF STATE
OFFICE OF
SECRETARY OF STATE
PROVIDENCE, R.I.

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CORPORATIONS

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

(a) *If only one class:* Total number of shares 2,000.00

(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.)

Common \$1.00 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:

As specified in the by-laws

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

As specified in the by-laws

SEVENTH. The address of the initial registered office of the corporation is c/o Gregory F. Fater, 55 Memorial Blvd, Newport, RI 02840 (add Zip Code) and the name of its initial registered agent at such address is: Gregory F. Fater, Esquire


Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is N/A 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
Bartholomew J. Sayle , President	33 Catherine St., Newport, RI 02840
Deborah Whiteway , V.Pres., Treas.&Secretary	33 Catherine St, Newport, RI 02840


NINTH. The name and address of each incorporator is:

Name	Address
Gregory F. Fater	55 Memorial Blvd, Newport, RI 02840

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

Upon filing

Dated January 31, 19 97

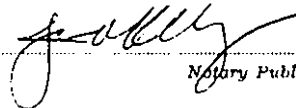

Signature of such incorporator

Gregory F. Fater

STATE OF RHODE ISLAND } In the City
COUNTY OF Newport } ~~Town~~ of Newport

in said county this 31st day of January, A.D. 19 97
then personally appeared before me Gregory E. Fater

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.

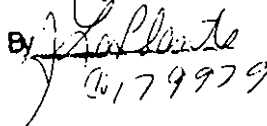


Notary Public

JANE A. KELLY
Notary Public, Newport City.
State of Rhode Island
Comm. Expires 7-3-97

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MAR 6 3 1997

By  6179979

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State of Rhode Island and Providence Plantations
OFFICE OF HIGHER EDUCATION
301 Promenade Street Providence, RI 02908-5720

Stephen T. Hulbert
Commissioner

401-277-6560
FAX 401-277-6111
TDD 277-1350

February 26, 1997

Sandra M. Williams
Director of Corporations
Office of the Secretary of State
100 North Main Street
Providence, Rhode Island 02903

RE: Breakthrough Academy of Research and Training, Inc.

Dear Ms. Williams:

Enclosed is a copy of the Original Articles of Incorporation for the above named corporation.

A review of said documents and correspondence with the incorporators has disclosed that the proposed corporation would not include the operation of a school as encompassed by the provisions of Section 16-40-1 of the General Laws of Rhode Island, as amended.

Therefore, approval by the Rhode Island Board of Governors for Higher Education is not required.

Sincerely,

Cynthia V. L. Ward
Associate Commissioner

c: David J. Souza

CVLW/dv

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PROVIDENCE, R. I.

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