

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. #

83070

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 C.D.2, I, 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:

Business consulting and development and for any other lawful purpose.

FILED

FEB 15 1995

By [Signature]

136774

RECEIVED

SECRETARY OF STATE
CORPORATIONS DIVISION

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

(a) *If only one class:* Total number of shares ... 1,500 no par common

(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.)

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:

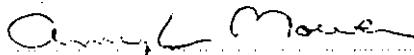
The preemptive rights set forth in Rhode Island General Laws, (1956), as amended, Section 7-1.1-24 are denied to the stockholders.

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

(a) Action by the stockholders pursuant to Rhode Island General Laws, (1956), as amended, Section 7-1.1-30.3(b) is hereby authorized.

(b) No director or stockholder undertaking to exercise the responsibilities of a director shall have personal liability to the corporation or to its stockholders for monetary damages for breach of such director's or stockholder's duty as a director or, in the case of a stockholder, duty as a person undertaking to exercise the responsibilities of a director; provided that this provision shall not eliminate or limit the liability of such director or stockholder: (i) for any breach of such director's or stockholder's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) the liability imposed pursuant to the provisions of Rhode Island General Laws §7-1.1-43; or (iv) for any transaction from which such director or stockholder derived an improper personal benefit (unless said transaction is permitted by Rhode Island General Laws §7-1.1-37.1).

SEVENTH. The address of the initial registered office of the corporation is 56 Exchange Terrace, Providence, Rhode Island 02903 (add Zip Code) and the name of its initial registered agent at such address is: Amy L. Mower


Signature of registered agent

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

Name	Address
Amy L. Mower	56 Exchange Terrace, Providence, RI 02903
Cynthia A. Hall	56 Exchange Terrace, Providence, RI 02903


NINTH. The name and address of each incorporator is:

Name	Address
Amy L. Mower	56 Exchange Terrace, Providence, RI 02903

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

Immediately upon filing of Articles of Incorporation

Dated February 8, 19 95


Signature of each incorporator

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

} In the City of Providence
Town

in said county this 8th day of February, A.D. 19 95

then personally appeared before me Amy L. Mower

~~each and all~~ known to me and known by me to be the parties executing the foregoing instrument, and ~~they~~ ^{she} severally acknowledged said instrument by ~~them~~ ^{her} subscribed to be ~~their~~ free act and deed.


Notary Public

LISA J. GIACCHI, Notary Public
My Commission Expires 6/14/95