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ID Number: 108370



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

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:

1. The name of the corporation is Francis Bros., 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 engage in the business of operating and running a golf course; and to transact any lawful business for which corporations may be incorporated under the Rhode Island Business Corporation Act; and to have all of the powers conferred upon corporations organized under the Rhode Island Business Corporation Act.

4. 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 (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 Chapter 7-1.1 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.):

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

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CORPORATIONS DIV.

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

7. The address of the initial registered office of the corporation is 443 Hope Street
(Street)

Bristol, RI 02809 and the name of its initial registered agent at such address is
(City/Town) (Zip Code)

John G. Rego, Esq.

8. 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 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.)

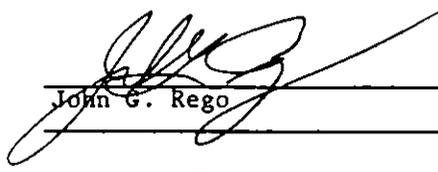
Title	Name	Address
Pres.	<u>Everett Francis</u>	<u>115 Tupelo Street, Bristol, RI 02809</u>
V. Pres.	<u>Theresa Francis</u>	<u>115 Tupelo Street, Bristol, RI 02809</u>
Sec.	<u>Theresa Francis</u>	<u>115 Tupelo Street, Bristol, RI 02809</u>
Treas.	<u>Everett Francis</u>	<u>115 Tupelo Street, Bristol, RI 02809</u>

9. The name and address of each incorporator is:

Name	Address
<u>John G. Rego, Esq.</u>	<u>443 Hope Street, Bristol, RI 02809</u>
_____	_____
_____	_____

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

Dated September 8, 19 99



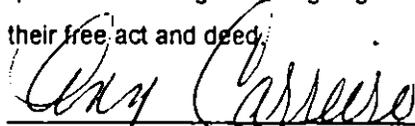
John G. Rego

Signature of each Incorporator

STATE OF RHODE ISLAND
COUNTY OF BRISTOL
SEP 15 1999
230580

In the Town of Bristol, on this 8th day of September, 19 99, personally appeared before me John G. Rego

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
My Commission Expires: 6-23-01

FRANCIS BROS. REALTY, INC.

115 Tupelo Street
Bristol, RI 02809
401-253-9696

September 8, 1999

Secretary of State
Corporations Division
100 North Main Street
Providence, RI 02903

Re: Francis Bros., Inc.

Gentlemen:

This letter is to advise you that Francis Bros. Realty, Inc. has no objection to the incorporation and use of the name Francis Bros., Inc. for the business of operating and running a golf course.

Thank you for your cooperation. Should you have any questions, please telephone.

Sincerely yours,

Theresa Francis

Theresa Francis
President

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John 230580