

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. ID # 90272

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 GODFREY & LANGLOIS RETAIL SERVICES, INC.

(A close corporation pursuant to §7-1-51 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 engage in the construction management for retail stores, store planning and design; to engage in any legal business and to join partnerships be they general or limited partnerships.

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By: [Signature] 1601123

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

(a) *If only one class:* Total number of shares . 300 common no par value

(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:

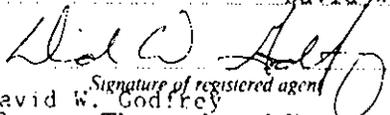
Not Applicable

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

See attached

SEVENTH. The address of the initial registered office of the corporation is 1525 Old Louisquissett Pike, Suite B202, Lincoln, R.I. 02865 (add Zip Code) and the name of its initial registered agent at such address is:

David W. Godfrey

  
Signature of registered agent  
David W. Godfrey

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
David W. Godfrey	10 Bradford Street Warren, Rhode Island 02885
Leo Langlois	400 New River Road Manville, Rhode Island 02838

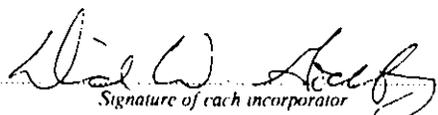
NINTH. The name and address of each incorporator is:

Name	Address
David W. Godfrey	10 Bradford Street Warren, Rhode Island 02885
Leo Langlois	400 New River Road Manville, Rhode Island 02838

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

immediately upon filing

Dated June 26, 1996

  
Signature of each incorporator

David W. Godfrey

  
Leo Langlois

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

in said county this 26<sup>th</sup> day of June, A.D. 19 96

then personally appeared before me David W. Godfrey and  
Leo Langlois

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.

*Carol J. Hines*  
Notary Public

CAROL J. HINES  
NOTARY PUBLIC  
COMMISSION EXPIRES: JUNE 20, 1997