

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 # 82373

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 Village Paint & Decorating, 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 own and operate a paint and decorating business and the doing of all things incidental thereto, connected therewith or allied or similar thereto, and (2) engaging in any lawful business activities.

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BY 4659133874

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

(a) If only one class: Total number of shares ... 1000 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 N/A

(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:

Any and all transfers and/or alienations of any shares of stock in this corporation are subject to such pre-emptive rights as are, or may be, contained in the By-Laws of the corporation from time to time in force and effect; and are further subject to any stock purchase and/or stock redemption agreements which, from time to time, may be in effect by and among or between the corporation, and some or all of its shareholders.

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

Capital stock of the corporation may be issued by the corporation from time to time for such consideration consisting of cash, services, personal property (tangible and intangible) or real property as may be fixed from time to time by the Board of Directors, or by the stockholders.

The corporation is authorized to guarantee any bonds, securities, notes or evidences of indebtedness created by the corporation or dividends with respect to capital stock in liquidation of this or any other corporation, to guarantee or endorse any bonds, securities, notes or evidences of indebtedness created by any person, corporation, partnership or association as may be authorized by the Board of Directors from time to time, or by the stockholders.

SEVENTH. The address of the initial registered office of the corporation is 747 Victory Hwy., PO Box 119, Slatersville, RI 02876 (add Zip Code)

and the name of its initial registered agent at such address is:

Edward E. Dillon, Jr.

Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is none at this time 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, 1936, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name

Address

none at this time

NINTH. The name and address of each incorporator is:

Name

Address

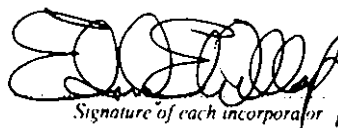
Edward E. Dillon, Jr., Esq.

747 Victory Hwy.
PO Box 119
Slatersville, RI 02876

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

January 1, 1995

Dated December 23, 1994



Signature of each incorporator

Edward E. Dillon, Jr.

STATE OF RHODE ISLAND } In the ~~City~~ Town } of No. Smithfield
COUNTY OF Providence }
in said county this 23rd day of December, A.D. 1944
then personally appeared before me EDWARD E. Dillon, Jr.

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: 6/1/45