

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 #

922115

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 JEFFERSON GROUP ARCHITECTS, 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:

Architectural design services and any other lawful purpose.

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

(a) If only one class: Total number of shares 1,000 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 sale or transfer of stock held by any stockholder shall be subject to the following provisions:

A shareholder desiring to dispose of, or transfer his stock as aforesaid, shall first offer such stock for sale to the corporation at the lowest price at which he is willing to sell the same. If for any reason the corporation is unable to, or fails to purchase such stock, such stock shall be offered to the other shareholders of record in proportion to the number of shares they hold for a period of thirty (30) days at a price no lower than that at which it was first offered to the corporation.

If the remaining shareholders shall elect not to purchase said stock, the shareholder shall be at the liberty to sell his stock to any other party at a price not less than the price at which it was first offered to the corporation and to the remaining shareholders. This Section shall not apply to gifts, sales or transfers by a stockholder to members of his immediate family.

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

The said common stock, without par value of this corporation may be issued for cash, personal or real property, tangible or intangible property or other consideration as may be fixed by the majority of the stockholders.

SEVENTH. The address of the initial registered office of the corporation is 530 Greenwich Avenue, Warwick, Rhode Island 02886 (add Zip Code) and the name of its initial registered agent at such address is: Joseph F. Penza, Jr.

Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 1 (one) 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 §7-11-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Robert A. Scott	647 Jefferson Boulevard, Warwick, RI

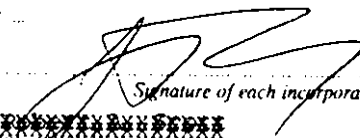
NINTH. The name and address of each incorporator is:

Name	Address
XXXXXXXXXXXX Joseph F. Penza, Jr., Esq.	XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX 530 Greenwich Avenue, Warwick, RI

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

Upon the filing of these articles of incorporation.

Dated Nov 19, 1996


Signature of each incorporator
~~XXXXXXXXXXXX~~
Joseph F. Penza, Jr., Esq.

STATE OF RHODE ISLAND

COUNTY OF KENT

} In the City of Warwick
~~TOWN~~

in said county this 19th day of November, A.D. 19 96

then personally appeared before me ~~XXXXXXXXXXXX~~ Joseph F. Penza, Jr., Esq.

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.

Cherie L. Desaulniers
Notary Public

CHERIE L. DESAULNIERS
Notary Public of Rhode Island
My Commission Expires: 7-24-97

ACORD. CERTIFICATE OF INSURANCE

ISSUE DATE (MM/DD/YY)

11-13-96

PRODUCER

Christopher & Regan Insurance, Inc.
1130 Ten Rod Rd
North Kingstown, RI 02852

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW.

COMPANIES AFFORDING COVERAGECOMPANY
LETTER **A**

Tudor Insurance

COMPANY
LETTER **B**COMPANY
LETTER **C**COMPANY
LETTER **D**COMPANY
LETTER **E****INSURED**

Judd Brown Designs, Inc.
Jefferson Group Architects, Inc.
647 Jefferson Blvd
Warwick, RI 02886

COVERAGES

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED, NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN. THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

CO LTR	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YY)	POLICY EXPIRATION DATE (MM/DD/YY)	LIMITS
	GENERAL LIABILITY				GENERAL AGGREGATE \$
	COMMERCIAL GENERAL LIABILITY				PRODUCTS-COMP/OP AGG. \$
	CLAIMS MADE OCCUR.				PERSONAL & ADV. INJURY \$
	OWNER'S & CONTRACTOR'S PROT.				EACH OCCURRENCE \$
					FIRE DAMAGE (Any one fire) \$
					MED. EXPENSE (Any one person) \$
	AUTOMOBILE LIABILITY				COMBINED SINGLE LIMIT \$
	ANY AUTO				BODILY INJURY (Per person) \$
	ALL OWNED AUTOS				BODILY INJURY (Per accident) \$
	SCHEDULED AUTOS				PROPERTY DAMAGE \$
	HIRED AUTOS				
	NON-OWNED AUTOS				
	GARAGE LIABILITY				
	EXCESS LIABILITY				EACH OCCURRENCE \$
	UMBRELLA FORM				AGGREGATE \$
	OTHER THAN UMBRELLA FORM				
	WORKER'S COMPENSATION				STATUTORY LIMITS
	AND				EACH ACCIDENT \$
	EMPLOYERS' LIABILITY				DISEASE-POLICY LIMIT \$
					DISEASE-EACH EMPLOYEE \$
	OTHER				\$250,000 each claim
A	Architects Professional Liability	AEL0003864	11-13-96	05-18-97	\$250,000 Aggregate
					\$ 15,000 Deductible

DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES/SPECIAL ITEMS

CERTIFICATE HOLDER**CANCELLATION**

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, THE ISSUING COMPANY WILL ENDEAVOR TO MAIL 30 DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE LEFT, BUT FAILURE TO MAIL SUCH NOTICE SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE COMPANY, ITS AGENTS OR REPRESENTATIVES.

AUTHORIZED REPRESENTATIVE

