

Filing and License Fee: \$230.00 minimum

ID Number: 144974



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

FILED

JAN 01 2005

By: AMF
54056

BUSINESS CORPORATION

ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)

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 BAYSIDE INSURANCE UNDERWRITERS, 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 deal in insurance, risk management, self-insurance and to engage in any other lawful
act or activity for which a corporation may be organized under the Rhode Island
Business Corporation Act, as amended.

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

(a) *If only one class:* Total number of shares 8,000 (If the authorized shares are to consist of one class only the par value of such shares or a statement that all of such shares are to be without par value)

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 Chapter 7-1.1 of the General Laws, 1956, as amended, 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:

See Attached "EXHIBIT A"

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6. Provisions, if any, for the regulation of the internal affairs of the corporation:

See Attached "EXHIBIT A"

7. The address of the initial registered office of the corporation is 577 Warren Avenue

(Street Address, not P.O. Box)

East Providence

, RI 02914

and the name of its initial registered agent

(City/Town)

(Zip Code)

at such address is Mario J. Carneiro

(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is one (1) 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.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
<u>President</u>	<u>Patrick F. McGuirl</u>	<u>263 Maple Avenue-Barrington, RI 02806</u>
<u>Secretary</u>	<u>Patrick F. McGuirl</u>	<u>" " " " " "</u>
<u>Treasurer</u>	<u>Patrick F. McGuirl</u>	<u>" " " " " "</u>
<u>Vice President</u>	<u>Partick F. McGuirl</u>	<u>" " " " " "</u>

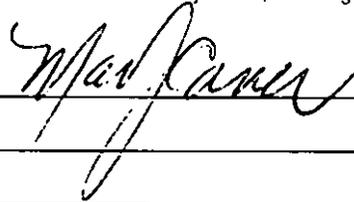
9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Mario J. Carneiro</u>	<u>577 Warren Avenue-East Providence, RI 02914</u>

10. Date when corporate existence is to begin January 7, 2005

(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: January 7, 2005



Signature of each Incorporator

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In East Providence, on this 7th day of January, 2005, personally appeared before me Mario J. Carneiro

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.

Nancy Botelho
Notary Public
My Commission Expires: 10-18-08

EXHIBIT A

BAYSIDE INSURANCE UNDERWRITERS, INC.

5. **PRE-EMPTIVE RIGHTS** The holders of the capital stock of the Corporation shall, upon the issuance or sale of shares of stock of any class (whether now or hereafter authorized) or any securities convertible into such stock, have the right, during such period of time and on such conditions as the board of directors shall prescribe, to subscribe to and purchase such shares or securities in proportion to their respective holdings of such shareholders at such price or prices as the board of directors may from time to time fix and as may be permitted by law.

6. **OTHER PROVISIONS REGARDING THE INTERNAL AFFAIRS OF THE CORPORATION.** If any stockholder desires to sell part or all of his shares of stock at any time during his lifetime, he shall first give written notice thereof to other stockholders of the price and other terms proposed by the selling stockholder. Other stockholders, upon receipt of such notice, shall have sixty (60) days to purchase said shares of stock at the price identified in the notice from the selling stockholder. If said shares of stock are not purchased within the aforesaid period, the stockholder desiring to sell said shares may dispose of them in any lawful manner available to him, but not at a price less than that rejected by other stockholders without first offering to sell said shares to other stockholders at such lesser price.

Filing Fee: \$50.00

ID Number: 154274



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

FILED

MAR 01 2008

By Amf
92563

FICTITIOUS BUSINESS NAME STATEMENT

Pursuant to the provisions of Section 7-1.2-402, 7-16-9 or 7-13-2 of the General Laws of Rhode Island, 1956, as amended, the undersigned business corporation, limited liability company, or limited partnership hereby submits the following statement for authority to transact business in the state of Rhode Island under a fictitious business name:

1. The legal name of the applicant business corporation, limited liability company or limited partnership is: Spindle City Pawnbrokers, Inc.
2. The fictitious business name to be used is Fall River Pawnbrokers
3. The state or territory under the laws of which it is incorporated, organized or formed is Massachusetts
4. The date of incorporation, organization or formation is April 14, 2004
5. If a business corporation, the address of its registered office within Rhode Island is c/o Denis Tetrault
39 Well Meadow Way, Tiverton, Rhode Island 02878
6. If a business corporation, the business in which it is engaged pawnbroking business
7. Applicant is otherwise authorized to do business in the state of Rhode Island.

Under penalty of perjury, I declare that the information contained herein is true and correct.

Date: 2-15-06

Spindle City Pawnbrokers, Inc.
Name of Applicant Corporation, Limited Liability Company or Limited Partnership

By Raymond H. Tetrault Pres.
Signature of Authorized Officer of the Corporation

or

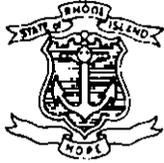
By _____
Signature of Authorized Person for the Limited Liability Company

or

By _____
Signature of Authorized Person for the Limited Partnership

Filing and License Fee: \$310.00 minimum

ID Number: 154274



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

FILED

MAR 01 2006

By Amf
92563

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Spindle City Pawnbrokers, Inc.

2. It is incorporated under the laws of the Commonwealth of Massachusetts

3. The name, if different, which it elects to use in Rhode Island is

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island

N/A

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

N/A

4. The date of its incorporation is April 14, 2004 and the period of its duration is indeterminate

5. The address of its principal office in the state or country under the laws of which it is incorporated is 310 Broadway, Newport, Rhode Island 02840

6. The address of its proposed registered office in Rhode Island is 39 Well Meadow Way,
(Street Address not P O Box)

Tiverton, RI 02878 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is Denis Tetrault
(Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

pawnbroking business

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Director	<u>Aaron H. Tetrault</u>	<u>1282 Highland Ave., Fall River, MA 02720</u>
Director	<u></u>	<u></u>
Director	<u></u>	<u></u>
Director	<u></u>	<u></u>

(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	<u>Aaron H. Tetrault</u>	<u>1282 Highland Ave., Fall River, MA 02720</u>
Vice President		
Treasurer	<u>Aaron H. Tetrault</u>	<u>1282 Highland Ave., Fall River, MA 02720</u>
Secretary	<u>Aaron H. Tetrault</u>	<u>1282 Highland Ave., Fall River, MA 02720</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>200,000.00</u>	<u>Common</u>	<u>Not Applicable</u>	<u>Par Value \$0.01</u>

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 425,000.00.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 225,000.00.

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 53 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 390,000.00.

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 140,000.00.

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 36 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.

13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 2-15-06

Aaron H. Tetrault

Signature of Authorized Officer of the Corporation

Aaron H. Tetrault

Type or Print Name of Authorized Officer



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

February 7, 2006

TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office,

SPINDLE CITY PAWNBROKERS, INC.

is a domestic corporation organized on **April 14, 2004**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

Filing Fee: \$150.00

ID Number: 154474



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

LIMITED LIABILITY COMPANY

ARTICLES OF ORGANIZATION

Pursuant to the provisions of Chapter 7-16 of the General Laws of Rhode Island, 1956, as amended, the following Articles of Organization are adopted for the limited liability company to be organized hereby:

1. The name of the limited liability company is:

E.M. Strauss Family LLC

2. The address of the limited liability company's resident agent in Rhode Island is:

10 Weybosset Street

(Street Address, not P.O. Box)

Providence

(City/Town)

RI

02903

(Zip Code)

and the name of the resident agent at such address is

C T Corporation System

(Name of Agent)

3. Under the terms of these Articles of Organization and any written operating agreement made or intended to be made, the limited liability company is intended to be treated for purposes of federal income taxation as:

(Check one box only)

a partnership

or

a corporation

or

disregarded as an entity separate from its member

4. The address of the principal office of the limited liability company if it is determined at the time of organization:

P.O. Box 3359

Newport, Rhode Island 02840

(If not determined, so state)

5. The limited liability company has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-16, unless a more limited purpose or duration is set forth in paragraph 6 of these Articles of Organization.

FILED
MAR 03 2006
BY [Signature]
9/18/04

3 PM 12:00

