

State of Rhode Island and Providence Plantations
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 Gaspee Benefit Planners, 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:

See Continuation Sheet 3(a) attached hereto and incorporated herein.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.
- (b) To sue and be sued, complain and defend, in its corporate name.
- (c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money and to use its credit to assist its employees.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.
- (k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- (l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.
- (o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.
- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.
- (q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.
- (r) To have and exercise all powers necessary or convenient to effect its purposes.

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

(a) *If only one class:* Total number of shares . 9,000

(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.)

All shares 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:

See Corporate By-Laws.

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

See Corporate By-Laws.

SEVENTH. The address of the initial registered office of the corporation is 1130 Ten Rod Road, Suite B203, North Kingstown, RI 02852 (add Zip Code) and the name of its initial registered agent at such address is: Richard A. DeBlasio, Jr.

EIGHTH. 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 §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
Richard A. DeBlasio, Jr. Pres./Treas.	Four Baldwin Orchard Dr., Cranston, RI
Lauren M. DeBlasio, Clerk	Four Baldwin Orchard Dr., Cranston, RI

NINTH. The name and address of each incorporator is:

Name	Address
Richard A. DeBlasio, Jr.	Four Baldwin Orchard Dr., Cranston, RI

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

September 15, 1990

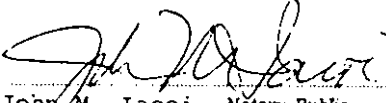
Dated September 13, 1990.

Richard A. DeBlasio, Jr.

STATE OF RHODE ISLAND } In the City of Providence
COUNTY OF PROVIDENCE } ~~Prov~~

in said county this day of September A.D. 1990
then personally appeared before me .. Richard A. DeBlasio, 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.


John M. Iacoi Notary Public
My commission expires: 6/30/91

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SECRETARY OF STATE
SEP 13 3 38 PM '90
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Rec'd & filed SEP 13 1990

Continuation Sheet 3(a)

To act as an agent for insurance companies in soliciting, procuring, receiving and forwarding applications for property and casualty, life and accident and health, credit life, and all kinds of insurance, together with the collection of premiums and the doing of such other business as may be designated to agents by insurance companies and to conduct a general insurance agency and insurance brokerage business, and to do any and all things incidental to the operation of an insurance agency which is not forbidden by statute or by these Articles of Incorporation.

To carry on and conduct a general insurance agency and financial planning business, to act, and to appoint others to act, as general agent, special agent, broker, factor, distributing agent, representative, and commission merchant, for individuals, firms, associations, and corporations in the distribution, delivery, purchase, and sale of insurance and/or financial goods, wares, merchandise, property, commodities, and articles of commerce of every kind and description, and in selling, promoting the sale of, advertising, and introducing, and contracting for the sale, introduction, advertisement, and use of, insurance services and/or products of all kinds, relating to any and all kinds of businesses, for any and all insurance purposes.

To carry on, in its own behalf and in behalf of others, whether as agents, consultants, advisers, independent contractors, or otherwise, a general investment and management insurance and/or financial advisory business relating to insurance and other investments. To maintain executive and operating personnel for the purpose of advising and assisting others in all matters relating to insurance and/or financial investments and management. To furnish business insurance investment and management plans and programs, to formulate policies and generally to advise and assist others, under contract or otherwise, in the management of their businesses, plants, properties and investments. To buy and sell insurance on its own behalf and on behalf of others in connection with the operation, management and development of individual and corporate businesses, projects and developments. To conduct research and to investigate businesses and enterprises of every kind and description throughout the world in order to secure information and data for insurance investments, both for its own account and as agent for others.

To engage in consultant and advisory work in connection with insurance organization, financing and management. To advertise, promote, merchandise, and otherwise purvey the insurance and/or financial services authorized herein; to negotiate and contract with respect to furnishing of the same for or on behalf of any person, firm, or corporation, domestic or foreign; to enter into and carry out agency or joint arrangements with other persons, firms, or corporations engaged in like or similar

activities; and generally to exploit the services and objects of the Corporation by all lawful means.

To carry on any business or other activity which may be lawfully permitted by a corporation organized under the Business Corporation Law of the State of Rhode Island, whether or not related to in the preceding paragraphs, and to purchase or otherwise acquire, hold, own, lease, deal in, sell or dispose of real and personal property of all kinds and to enter into, make, perform and carry out contracts of every nature and kind, which a corporation so organized may lawfully enter into, with any firm, association, corporation or person.