

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. I.D. # 80176

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 VILYAIN + KLINGER, 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:

designing, producing, manufacturing, selling and distributing, at wholesale and/or retail, decorative accessories, furniture and gift items, without exception or limitation; and to carry on any trade or business incidental thereto or connected therewith; and in general, to engage in any lawful act or activity for which corporations may be organized under the General Laws of Rhode Island; and to do any and all things and exercise any and all powers, rights and privileges which a business corporation may now or hereafter be organized or authorized to do or to exercise under the laws of the State of Rhode Island.

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SECRETARY OF STATE
CORPORATIONS

FILED

JUN 24 1994

By [Signature]
124878

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

(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.)

NO PAR COMMON.

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:

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

SEVENTH. The address of the initial registered office of the corporation is 15 WESTMINSTER STREET, SUITE 616, PROVIDENCE, RHODE ISLAND 02903 (add Zip Code) and the name of its initial registered agent at such address is: VINCENT R. PATRONE, ESQUIRE

Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 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.)

<i>Name</i>	<i>Address</i>
DAVID I. KLINGER	49 MILLER ST., WARREN, RI 02885
JUDY A. VILMAIN	34 TENTH ST., PROVIDENCE, RI 02906

NINTH. The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
VINCENT R. PATRONE, ESQUIRE	15 WESTMINSTER STREET, SUITE 616 PROVIDENCE, RI 02903

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

UPON FILING

Dated June 24, 1994

V R Patrone

Signature of each incorporator

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

in said county this 24TH day of JUNE, A.D. 1994

then personally appeared before me VINCENT R. PATORNE, ESQUIRE

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.

Vincent R. Patorne
Notary Public