

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 Cranwilde Inc.

~~(A share 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, manage, lease, buy, sell, build, construct, erect, occupy, improve, develop, exchange, make investments in, dispose of, and deal in and with real property and personal property of every name, nature and description;

To act as a general partner in general and limited partnerships, and to act as a limited partner in limited partnerships;

To transact any lawful business for which corporations may be incorporated under the Rhode Island Business Corporation Act; and to have all of the powers conferred upon corporations organized under the Rhode Island Business Corporation Act.

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
(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 1,000
(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.)

There shall be two (2) classes of stock as follows:

250 shares shall be Class A common shares of a par value of \$1.00 each;

750 shares shall be Class B common shares of a par value of \$1.00 each;

Class A common stock shall be the sole voting stock. Class B common stock shall not be entitled to any voting rights. Otherwise, Class A common and Class B common stock shall be identical in all other respects, including the right to dividends and distribution of assets.

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any portion thereof, to any said holder.

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

For the regulation of the business and the conduct of the affairs of the corporation, it is further provided:

1. The Board of Directors of the corporation may, from time to time, and in conformity with the provisions of the Business Corporation Act, distribute to its shareholders, directly or by the purchase of its own shares, a portion of its assets, in cash or property out of the unreserved and unrestricted capital surplus of the corporation.

2. Any or all of the directors of the corporation may be removed for cause or without cause by the shareholders entitled to vote in the election of directors. Any one or more of the directors may be removed for cause by action of the Board of Directors.

(Continued on page 6A)

SEVENTH. The address of the initial registered office of the corporation is 101 Dyer Street, Suite 3A, Providence RI 02903 (add Zip Code) and the name of its initial registered agent at such address is: The Prentice-Hall Corporation System, Inc. (c/o Rice, Dolan & Kershaw)

EIGHTH. The number of directors constituting the initial board of directors of the corporation is three (3) 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.)

Name	Address
Steven S. Fischman	60 Colbert Road W. Newton, MA 02165
James S. Hekimian	141 Rutledge Road Belmont, MA 02178
Benjamin Brown	63 Pickwick Road W. Newton, MA 02165

NINTH. The name and address of each incorporator is:

Name	Address
Haig Der Manuelian	60 State Street Boston, MA 02109

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): January 1, 1991

Dated December 28, 1990


Haig Der Manuelian, Sole Incorporator

COMMONWEALTH OF MASSACHUSETTS

~~SIXX XXX XXXX ISLXNR~~

COUNTY OF

} In the City of }
~~Dowxx~~

of Boston

in said county this 28 day of December, A.D. 1990

then personally appeared before me

Haig Der Manuelian

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.

George M. Gattall

Notary Public

My Commission Expires: 4/25/97

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ARTICLE SIXTH (Continued)

3. Except for those actions excluded by the provisions of the Rhode Island Business Corporation Act, any action required or permitted to be taken at a meeting of shareholders may be taken without a meeting upon the written consent of less than all the shareholders entitled to vote thereon if the shareholders who so consent would be entitled to cast at least the minimum number of votes which would be required to take such action at a meeting at which all shareholders entitled to vote thereon were present. In the event of such written action, prompt notice of such action shall be given to all shareholders who would have been entitled to vote upon the action if such meeting were held.

4. The personal liability of the directors of the corporation is eliminated to the fullest extent permitted by the provisions of subsection (a)(6) of Section 7-1.1-48 of the Rhode Island Business Corporation Act, as the same may be amended and supplemented.

5. The corporation shall, to the fullest extent permitted by the Rhode Island Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify, and, in connection therewith, to purchase and maintain insurance, under said Act, from and against any and all of the expenses, liabilities or other matters referred to in or covered by said Act.