

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 02903-1335

Corp. I.D. #

94278

BUSINESS CORPORATION

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 Firepond, 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:

Technology marketing services and for all other things including any lawful purpose as specified in the corporate statutes of the State of Rhode Island, as such laws are now in effect or at any time hereafter amended either alone or in connection with other persons, firms or corporations.

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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 8,000. Shares... without par value
(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:

No stockholder of this corporation shall make sale of any stock of the corporation held by him without first giving written notice to the corporation of his intention to sell the same and giving to the corporation the right to purchase said stock at the lowest price at which he is willing to sell, before the same shall be sold by him to any other party. The corporation shall exercise the right to purchase the stock so offered to it within thirty (30) days from the date of the receipt of said offer, and if not accepted within said period, the stockholder shall be at liberty to make sale of said stock so offered to the corporation on the open market at a price not less than that at which said stock was offered to the corporation.

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 1309 Turke Head Building, Providence, RI 02903 (add Zip Code) and the name of its initial registered agent at such address is: Kristen Sloan Maccini

Kristen Sloan Maccini
Signature of registered agent

EIGHTH: The number of directors constituting the initial board of directors of the corporation is none 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 |
|---------------------------------|--|
| to be elected | |
| <u>Lois E. Kelly, President</u> | <u>10 Weybosset St, Providence, RI</u> |
| <u>Lois E. Kelly, Treasurer</u> | |
| <u>Lois E. Kelly, Secretary</u> | |

NINTH: The name and address of each incorporator is:

| Name | Address |
|------------------------------|---|
| <u>Kristen Sloan Maccini</u> | <u>8 Newell Drive, Cumberland, RI 02864</u> |
| | |
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| | |

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

Immediately upon filing of Articles.

Dated March 31, 19 97

Kristen Sloan Maccini
Signature of each incorporator

STATE OF RHODE ISLAND } City
COUNTY OF Providence } In the } of Providence
in said County this 31st day of March, A.D. 1997
then personally appeared before me KRISTEN SLOAN MACCINI

~~and~~ ~~and~~ ~~and~~ known to me and known by me to be the party ^{Yes} executing the foregoing instrument,
and ~~they~~ ^{she} ~~severally~~ ^{her} acknowledged said instrument by ~~them~~ ^{her} subscribed to be ~~their~~ ^{her} free act and
deed.

Dianne Clemente
Notary Public *Notary Public*