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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

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 Edward Anthony DeIGrande Infotainment, 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:

Media personality for hire to disseminate information relative to home improvements,

limited home improvements, plumbing and heating, contracting and to transact any other

lawful business or activity permitted from time to time under the Rhode Island Business

Corporation Act as in effect from time to time.

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

(a) If only one class: Total number of shares 2,000 (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.):

common stock - 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 Exhibit "A".

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By 66# 4348
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6. Provisions, if any, for the regulation of the internal affairs of the corporation:

See Exhibit "B" attached hereto and incorporated herein by reference, also as dictated in
by-laws.

7. The address of the initial registered office of the corporation is 83 Ridge Road

Smithfield, RI 02917 (Street Address, not P.O. Box) and the name of its initial registered agent
(City/Town) (Zip Code)
at such address is Edward A. DelGrande
(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is 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>Edward A. DelGrande</u>	<u>83 Ridge Road, Smithfield, RI 02917</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Edward A. DelGrande</u>	<u>83 Ridge Road, Smithfield, RI 02917</u>
_____	_____
_____	_____

10. Date when corporate existence is to begin January 1, 2003
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: 12/10/02 Edward A. DelGrande

Signature of each Incorporator

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Lincoln, on this 10th day of December, 2002, personally
appeared before me Edward A. DelGrande
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.

Notary Public

My Commission Expires: 12-10-05

EXHIBIT "A"

Any stockholder, including heirs assigns, executors or administrators of a deceased stockholder, desiring to sell or transfer any stock of this corporation shall first offer such stock to the corporation through its Board of Directors at not more than the book value of such stock as shown upon the financial statement of the corporation to be drawn as of the first of the month preceding the offer, provided, however, that the corporation shall exercise its right to purchase within thirty (30) days after the stockholder shall have notified it in writing of his desire to sell said shares, and if the corporation shall decide to purchase said shares, said stockholder shall, upon the proper tender of the price thereof, transfer to the corporation his shares so sold, and if the corporation shall elect not to purchase said shares within thirty (30) days, such stockholder may at any time after the expiration of said thirty (30) days, sell such shares to any other party, but at not less than the price at which time the same was offered to this corporation.

In the event the corporation shall elect not to purchase said shares or shall make no election after thirty (30) days, then said selling stockholder shall offer such stock to the other stockholders such shares as their respective proportions may indicate which offer shall be under the same terms and conditions as heretobefore stated, and subject to the stockholder or stockholders exercising his or her rights to purchase within thirty (30) days after the stockholder shall have notified him or them in writing of his desire to sell such shares, and such selling stockholder shall, upon the proper tender of the price thereof, transfer to the respective purchasing stockholder his shares so sold, and if the stockholder or stockholders shall elect not to purchase such shares within thirty (30) days, the selling stockholder may at any time after the expiration of said thirty (30) days sell such shares to any other party, but at no less than the price at which the same was offered to this corporation.

No shares of stock shall be assigned or transferred upon the books of the corporation until these provisions shall have been complied with, but the Board of Directors may at any particular time waive these requirements.

EXHIBIT "B"

- (a) A director of the corporation will not be personally liable to the corporation or its stockholders for monetary damages for breach of the director's duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) imposed pursuant to the provisions of R.I.G.L. Sec. 7-1.1-43, as amended from time to time, or (iv) for any transaction from which the director derived an improper personal benefit. If the Rhode Island Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation will be eliminated or limited to the fullest extent permitted by the Rhode Island Business Corporation Act, as so amended. Any repeal or modification of the provisions of this Article by the corporation will not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.
- (b) Except as otherwise provided by the Rhode Island Business Corporation Act, any action required or permitted to be taken at a meeting of shareholders by the Act, by these Articles of Incorporation, or by the By-laws of the corporation 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 are present.