

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. # 91380

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 VAM, 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:

For the purpose of buying, selling, renting, construction, owning, leasing and developing real estate.

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By AB#9
168030

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is: 1,000

- (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.)

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 128 Dorrance St., Suite 530, Providence, RI 02903 (add Zip Code) and the name of its initial registered agent at such address is: Harold I. Kessler

Signature of registered agent

EIGHTH: The number of directors constituting the initial board of directors of the corporation is one 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
Angela Macera Briggs	176 Shannock Village Rd., Shannock, RI 02875

NINTH: The name and address of each incorporator is:

Name	Address
Harold I. Kessler	15 Hamden Rd., Cranston, RI 02920

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

Immediately upon filing.

Dated September 18, 1996

Signature of each incorporator

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

in said County this 18th day of September, A.D. 1996
then personally appeared before me Harold I. Kessler

~~each and all~~ known to me and known by me to be the party executing the foregoing instrument.
he ~~and they~~ acknowledged said instrument by ~~him~~ subscribed to be ~~his~~ free act and deed.

Joan Simonini
Notary Public
notary public

FRIEDMAN & KESSLER

COUNSELLORS AT LAW
SHAKESPEARE HALL - SUITE 530
128 DORRANCE STREET
PROVIDENCE, RI 02903

SAUL FRIEDMAN
HAROLD I. KESSLER

401-421-8908
401-421-9650
FAX 401-421-2202

September 18, 1996

Mr. James R. Langevin
Secretary of State
100 North Main Street
Providence, RI 02903

Dear Sir:

Please be advised that I am the incorporator of VAM, INC., a duly organized Rhode Island corporation which is this day filing Articles of Incorporation with your office. Please be advised that VAM, INC. will be the General Partner of a certain Rhode Island Limited Partnership by the name of ARECAM ENTERPRISE ASSOCIATES, LIMITED PARTNERSHIP for which I am filing a "Certificate of Limited Partnership" this day pursuant to the law.

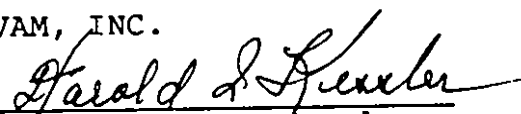
Simultaneously with the filing of the Articles of Incorporation for the said VAM, INC. and the Certificate of Limited Partnership for ARECAM ENTERPRISE ASSOCIATES, LIMITED PARTNERSHIP, I also have filed Articles of Incorporation for a new corporation to be known as ARECAM ENTERPRISES, INC. for which I also am the incorporator and registered agent.

Please be advised that the above described two corporations and one limited partnership are being created by the same group of people as part of the execution of an estate plan for one person.

As the incorporator and registered agent of VAM, INC. which is the General Partner of ARECAM ENTERPRISE ASSOCIATES, LIMITED PARTNERSHIP, I hereby consent, both individually and in my respective capacities thus described, to the use of the name "ARECAM ENTERPRISES, INC." by the corporation described as such, the Articles of Incorporation for which are being filed contemporaneously herewith.

Very truly yours,

VAM, INC.



By: Harold I. Kessler,
Incorporator

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