

Filing Fee \$150.00

ID Number: 102383



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

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:

1. The name of the corporation is Run-A-Way Travel, 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:

To promote, organize, plan and conduct trips, tours and excursions by railroad, steamship, motor vehicle, or aircraft, for individuals or groups of individuals, to any part of the world. To provide for the transportation of individuals or groups of individuals by railroad, steamship, motor vehicle, or aircraft in connection with the conduct of a general travel and tourist agency, and to provide or procure hotel and other accommodations for the comfort, convenience, and entertainment of individuals or groups of individuals who are members of any trip or tour conducted by the Corporation. (Continued)

4. 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 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 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 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:

As set forth in By-Laws

FILED

SEP 2 1998

By 269835

FILED

AUG 31 1998

By _____

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

As set forth in By-Laws

7. The address of the initial registered office of the corporation is 1140 Reservoir Avenue
(Street)

Cranston, RI 02920 and the name of its initial registered agent at such address is
(City/Town) (Zip Code)

Steven A. Moretti Esq.

8. The number of directors constituting the initial board of directors of the corporation is -0- 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.)

Title	Name	Address
Pres.	Rita Iozzi	38 Newark Street, Providence, RI 02908
V. Pres.	Paul E. Laliberte, Jr.	325 Providence Street, Woonsocket, RI 02895
Secretary	" " " "	" " " " " "
Treasurer	Rita Iozzi	38 Newark Street, Providence, RI 09208

9. The name and address of each incorporator is:

Name

Address

Steven A. Moretti, Esq.

1140 Reservoir Ave., Cranston, RI 02920

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

Dated 9/2, 1998



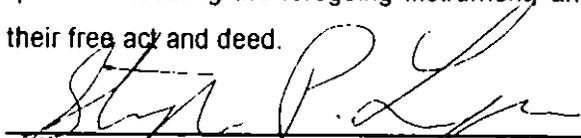
Steven A. Moretti, Esq.

Signature of each Incorporator

STATE OF Rhode Island
COUNTY OF Providence

In Cranston, on this 2nd day of September, 1998, personally appeared before me Steven A, Moretti

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: 09/10/2001

Continuation Page

Duplicate Original Articles of Incorporation

Run-A-Way Travel, Inc.

To furnish guides, couriers, assistants, and interpreters; to procure and sell transportation tickets on railroads, steamships, motor vehicles, and aircraft; to act as representative of steamship, railroad, and other companies devoted to the transportation and carriage of passengers and freight, in the sale of tickets on all vehicles, and to conduct any other lawful purpose.