

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

Corp. I.D. # 85083

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 Michaels Development Group (R.I.) Inc.

~~(A close corporation pursuant to § 7-1.1 of the General Laws, 1956, as amended) (Article is 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, operate, manage, lease commercial real estate and all other kinds of real estate; also to do all other lawful things incidental thereto.

FILED

JUN 30 1995

By [Signature] 147358

JUN 30 1995

RECEIVED
JUN 30 1995

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

- (a) *If only one class:* Total number of shares.....600.....Common - 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 the corporation shall make sale of the 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. The purchase price of said stock shall be the value thereof, as determined by the Board of Directors in accordance with the provisions of the by-laws, as of the end of the month preceding said offer to sell. The corporation shall exercise the right to purchase the stock so offered it within thirty (30) days from the date of the receipt of said offer and if not accepted within said time, the stockholder shall be at liberty to make sale of the stock so offered to the corporation in open market. By unanimous consent of all the stockholders the holder of any stock may be authorized and permitted to transfer the same to any person or persons and such authorization shall be considered a waiver by the corporation of its right to have the stock offered to it first before the offering of the same for sale to any other party.

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 630 Hospital Trust Bldg., PO Box 513, Prov., RI 02901 (add Zip Code) and the name of its initial registered agent at such address is: Peter K. Rosedale

Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is undetermined 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

NINTH. The name and address of each incorporator is:

Name

Address

Kathleen A. Willey 123 First Street, East Prov., RI 02914

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

July 1, 1995

Dated June 30, 1995

Kathleen A. Willey
Signature of each incorporator

STATE OF RHODE ISLAND

City

In the

of PROVIDENCE

COUNTY OF PROVIDENCE

TOWN

in said County this 30th day of June, A.D. 19 95

then personally appeared before me Kathleen A. Willey

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.

Eric E. Pasquale
Notary Public