

Filing Fee: \$150.00

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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

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 SMARTIN, 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 engage in the development, marketing and sale of computer hardware and software systems. To market, license and contract for sale and service of said systems, and to engage in any other lawful activity.

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 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 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" attached hereto and made a part hereof.

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BY 206171

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

See Exhibit "B" attached hereto and made a part hereof.

7. The address of the initial registered office of the corporation is 1140 Reservoir Ave., Suite 8
(Street)

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

Paul N. Laprocina, Jr.

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
<u>Pres.</u>	<u>Scott M. Martin</u>	<u>100 Elena St., Apt. 109, Cranston, RI 02920</u>
<u>V.P.</u>	<u>SCOTT M. MARTIN</u>	<u>100 Elena Street, Apt. 109, Cranston, RI 02920</u>
<u>Sec.</u>	<u>Scott M. Martin</u>	<u>100 Elena Street, Apt. 109, Cranston, RI 02920</u>
<u>Treas.</u>	<u>Scott M. Martin</u>	<u>100 Elena Street, Apt. 109, Cranston, RI 02920</u>

9. The name and address of each incorporator is:

Name	Address
<u>Scott M. Martin</u>	<u>100 Elena Street, Apt., 109, Cranston, Ri 02920</u>

10. Date when corporate existence to begin: ~~6/29/98~~ upon Filing
(not more than 30 days after filing of these articles of incorporation)

Dated June 29, 1998

Scott M Martin

Signature of each Incorporator

STATE OF Rhode Island
COUNTY OF Providence

In Cranston, on this 29th day of June, 1998, personally appeared before me Scott M. Martin

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.

[Signature]
Notary Public Paul N. Laprocina, Jr.
My Commission Expires: 4/10/02

Exhibit "A"

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 stockholders, including their heirs, executors or assignors shall sell any of his common stock without first offering the same to the corporation at the lowest price at which he is willing to dispose of the same, said offer to be in writing and to include a statement of the names and address of transferee or transferees to whom the stockholder intends to sell and transfer his stock if his said offer is not accepted by the corporation as hereinafter provided. Said offer and statement shall be addressed to the corporation and shall be sent by registered mail to the corporation at its principal place of business or shall be delivered personally to the President, Treasurer, or Secretary of the Corporation. The Corporation shall have thirty days after the date of delivery of said offer and statement to accept or reject said offer and until action thereon shall be taken or until the expiration of said thirty days, whichever shall first occur, no transfer of such stock shall be made by the stockholder permitting the offer, but if the corporation shall reject said offer or if no action shall be taken prior to the expiration of said thirty days, such stockholder may then sell said stock at not less than the price fixed in said offer to any transferee or transferees described in the said statement at any time within three months after the expiration of said thirty days, but not otherwise or thereafter without again complying with the provisions of this paragraph. Transfer by way of pledge, attachment or other encumbrances are intended to be included in the foregoing provisions shall be void. The corporation by resolution of its shareholders, however, may waive the foregoing provisions respect to any particular transfer.

Exhibit "B"

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

The Corporation shall have no Board of Directors. The Bylaws of the Corporation shall be signed by each shareholder who shall thereon be bound thereby, as a contract between him or her, the Corporation; and all other shareholders, subject to modification in accordance with the terms thereon. Incorporation shall require the unanimous vote of all shareholders. All share issued subsequent to the initial issuance of the corporation shall require the unanimous vote of all the shareholders.
