Filing and License Fee: $230.00 minimum

ID Number: 157485

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

05 DEC 29 AM 10:08

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.2 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is **NJ MERGER CORP.**

   (This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The total number of shares which the corporation has authority to issue is:

   (a) *If only one class:* Total number of shares **8,000**

   or

   (b) *If more than one class:* Total number of shares of each class ____________

   A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles.

3. The address of the initial registered office of the corporation is **260 West Exchange Street, Suite 305-2** (Street Address, not P.O. Box)

   Providence (City/Town), RI **02903** (Zip Code) and the name of its initial registered agent at such address is **Daniel Stone, Esq.** (Name of Agent).

4. The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.

5. Unless otherwise stated all authorized shares are deemed to have a nominal or par value of $0.01 per share.

FILED
DEC 29 2005
By

Form No. 100
Revised 07/05

6. Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

See addendum attached hereto and incorporated herein.

7. The name and address of each incorporator is:

Name	*Address*
Daniel Stone	**260 West Exchange St., Suite 305-2, Providence, RI 02903**

8. These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing **January 1, 2006**

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date **December 28, 2005**

Signature of each Incorporator

ADDENDUM TO ARTICLES OF INCORPORATION
(Article 6 - Additional Provisions)
NJ MERGER CORP.

Except for actions pursuant to R.I.G.L.§7-7.2-1002 or §7-1.2-1102, any action required or permitted to be taken at a meeting of shareholders by R.I.G.L. Chapter 7-1.2, or the articles of incorporation or the bylaws of the corporation, may be taken without a meeting if the shareholders who consent would be entitled to cast at least the minimum number of votes that would be required to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting in person or by proxy. Prompt notice of the action must be given to all shareholders who would have been entitled to vote upon the action if the meeting were held.

No director of the corporation shall have personal liability to the corporation or its shareholders for monetary damages for breach of the director's duty as a director, but the foregoing shall not eliminate or limit the liability of a director for: (i) any breach of the director's duty of loyalty to the corporation or its shareholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) liability imposed pursuant to the provisions of R.I.G.L. §7-1.2-811; or (iv) any transaction from which the director derived an improper personal benefit (unless the transaction is permitted by R.I.G.L. §7-1.2-807).