Filing fee: \$150.00 License fee: \$15.00 minimum (Section 7-1.1-124)

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE CORPORATIONS DIVISION

160 NORTH MAIN STREET PROVIDENCE, RI 02903

APPLICATION FOR CERTIFICATE OF AUTHORITY OF

DUCHARME, MCMILLEN & ASSOCIATES, INC.

To the Secretary of State of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is DUCHA	ARME, MCMILLEN & ASSOCIATES, INC.
SECOND: The name which it elects to use in Rh 8 ASSOCIATES, INC.	ode Island is DuCHARME, McMILLEN
(If the name of the corporation does not contain the word "corpora an abbreviation of one of such words, insert the name of the corporat add thereto for use in Rhode Island;)	tion," "company," "incorporated," or "limited," or tion with the word or abbreviation which it elects to
THIRD: It is incorporated under the laws of	Indiana
FOURTH: The date of its incorporation is Aug of its duration is perpetual	gust 31, 1972 and the period
FIFTH: The address of its principal office in t which it is incorporated is 6610 Mutual Drive,	•
SIXTH: The address of its proposed registered Providence, R. I. 02903 and the na	office in Rhode Island is 123 Dyer Street, me of its proposed registered agent in
	r corporation system
C T CORPORATION SYSTEM	
Signatura	

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

To provide specialized tax and business consulting services and to engage in any or carry on any lawful act or activity which may be engaged in or carried on by a foreign corporation authorized to transact business in the State of Rhode Island.

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EIGHTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
Duane DuCharme	Director	6610 Mutual Drive, Fort Wayne, IN. 46825
John F. McMillen	Director	6610 Mutual Drive, Fort Wayne, IN 46825
······································	Director	
		and the second s
Duane DuCharme	President	6610 Mutual Drive, Fort Wayne, IN 46825
John F. McMillen	Vice Presid	ent 6610 Mutual Drive, Fort Wayne, IN 46825
John E. McMillen		6610 Mutual Drive, Fort Wayne, IN 46825
Quane DuCharme	Treasurer	6610 Mutual Drive, Fort Wayne, IN 46825

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Par Value per Share

Number of Shares	Class	Series	or Statement that Shares are without Par Value
1,000	Common	N/A	No Par Value

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	or Statement that Shares are without Par Value
202	Соптоп	N/A	No Par Value

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$1,200,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$27,500.00

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$26,000,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$300,000.

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

DUCHARME, MCMILLEN & ASSOCIATES, INC. Dated November 1 , 19 93

[Exact Corporate Name of Corporation Making Application]

STATE OF INDIANA COUNTY OF ALLEN At Fort Wayne in said County on the 1st of November 1993, before me personally appeared Duane DuCharme and John F. McMillen , who being by me first duly sworn, declared that that he signed the foregoing document as such of ficers...... of the corporation, and that the statements therein contained are true

(NOTARIAL SEAL)

My Commission Exolres:

My County of Residence: Alko

STATE OF INDIANA OFFICE OF THE SECRETARY OF STATE

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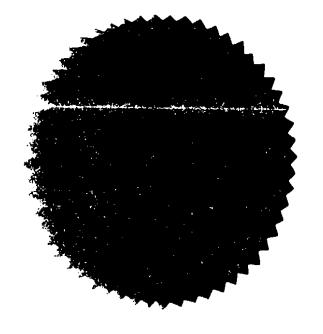
CERTIFICATE OF INCORPORATION

OF

•			•	
 DUCTARME &	ASSOCIATES,	INC.		
	•		••••••••••••	••••••
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I. LARRY A. CONRAD. Secretary of State of the State of Indiana, hereby certify that Articles of Incorporation of the above Corporation, in the form prescribed by my office, prepared and signed in duplicate by the incorporator(s), and acknowledged and verified by the same before a Notary Public, have been presented to me at my office accompanied by the fees prescribed by law; that I have found such Articles conform to law; that I have endorsed my approval upon the duplicate copies of such Articles; that all fees have been paid as required by law; that one copy of such Articles has been filed in my office; and that the remaining copy of such Articles bearing the endorsement of my approval and filing has been returned by me to the incorporator(s) or his (their) representatives; all as prescribed by the provisions of the Indiana General Corporation Act, as amended.

Wherefore, I hereby issue to such Corporation this Certificate of Incorporation, and further certify that its corporate existence has begun.



In Witness Whereof, I have h	ercunto set my hand and affixed
the seal of the State of India	na, at the City of Indianapolis,
this	31stday of
August	7 2
LARRY A. CONRAL	o, Secretary of State
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	as find in this place
	A Report of their
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