



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 GORDON G. GOURD, 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 own, operate and maintain a business for the purpose of production,
publication, distribution and sale of books and photographic art work;
to engage in any and all activities necessary or desirable in connection
with any of the foregoing or in any way ancillary or related thereto.

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

2,000 common

(a) If only one class: Total number of shares no 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 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:

In the event of the increase of the authorized common stock of the corporation, the holders
of the common stock of the corporation, at that time outstanding, shall have the exclusive
right to subscribe in proportion to their holdings for the common stock so to be issued.

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

See attached Exhibit "A"

7. The address of the initial registered office of the corporation is 145 Phenix Avenue

Cranston

(City/Town)

RI

02920

(Zip Code)

(Street)

and the name of its initial registered agent at such address is

John S. DiBona

8. The number of directors constituting the initial board of directors of the corporation is 2 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>Christopher E. Clancy</u>	<u>70 Weaver Road, North Kingstown, RI 02852</u>
	<u>Toar G. Winter</u>	<u>120 Babcock Street, Apt. 2A Brookline, MA 02446</u>

9. The name and address of each incorporator is:

Name	Address
<u>John S. DiBona</u>	<u>145 Phenix Avenue, Cranston, RI 02920</u>
<u>Tracy B. Della Porta</u>	<u>145 Phenix Avenue, Cranston, RI 02920</u>

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

Dated May 21, 19 99

JOHN S. DiBONA
TRACY B. DELLA PORTA

Signature of each Incorporator

STATE OF RHODE ISLAND MAY 21 1999
COUNTY OF PROVIDENCE

In Cranston, on this 21st day of May, 19 99, personally appeared before me John S. DiBona and Tracy B. Della Porta
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.

Michael S. France
Notary Public

My Commission Expires: 7/14/01

SCHEDULE "A"

6. The corporation reserves the right to adopt applicable pre-emptive rights by means of stock purchase, stock restriction and/or stock redemption agreements as may from time to time be executed. In the absence of any such agreement, said corporation shall have the right in case of the sale or other transfer (including gifting) of shares of stock of any stockholder to purchase said shares at the lowest price at which said stockholder is willing to sell or transfer said shares before the same shall be sold or otherwise transferred by him to any other party; provided, however, that said corporation shall exercise its right to purchase within thirty (30) days after the stockholder shall have notified it in writing of his desire to sell or otherwise transfer said shares and the price at which he is willing to sell or otherwise transfer said shares, and if the corporation shall elect to purchase said shares such stockholder shall, upon tender of the purchase price thereof, transfer to the corporation the shares so sold, and if the corporation shall not elect to purchase said shares within said thirty (30) days, then such stockholder may, at any time within twenty (20) days after the expiration of said thirty (30) days, sell or otherwise transfer said shares to any other party but at not less than the price at which the same were offered to this corporation.

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