

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 02903-1335

Corp. I.D. #

94293

BUSINESS CORPORATION

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 isHUDSON FURS, INC.....

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if 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:

Fur sales, wholesale and retail, repairs and sales of related merchandise;
and any lawful purpose for which a corporation may be organized under the
laws of the State of Rhode Island.

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By 181872

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

(a) *If only one class* Total number of shares ... 1,000

(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.)

1,000 shares common 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.)

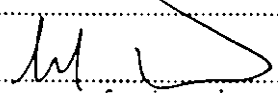
FIFTH: Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

None

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

The internal affairs of the corporation shall be governed by the By-Laws.

SEVENTH: The address of the initial registered office of the corporation is
1536 Westminster Street, Providence, RI 02909 (add Zip Code)
and the name of its initial registered agent at such address is:
Mark E. Liberati, Esq.


Signature of registered agent
Mark E. Liberati, Esq.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is ~~none~~ 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.)

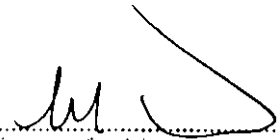
Name	Address
Gerald D. Palmer - President	P.O. Box 218, 247 Tower Road, Lincoln, MA 01773
Jean B. Palmer - Vice President	P.O. Box 218, 247 Tower Road, Lincoln, MA 01773
Gerald D. Palmer - Treasurer	P.O. Box 218, 247 Tower Road, Lincoln, MA 01773
Jean B. Palmer - Secretary	P.O. Box 218, 247 Tower Road, Lincoln, MA 01773

NINTH: The name and address of each incorporator is:

Name	Address
Mark E. Liberati, Esq.	1536 Westminster Street, Providence, RI 02909

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

Upon filing
Dated ~~March~~ APRIL 2, 19 97


Signature of each incorporator
Mark E. Liberati, Esq.

STATE OF RHODE ISLAND

City

In the

of Providence

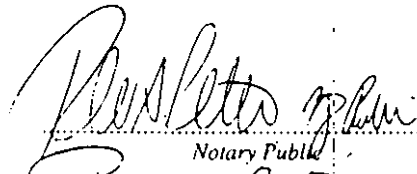
COUNTY OF PROVIDENCE

Town

in said County this 2 day of March APRIL, A.D. 19 97

then personally appeared before me Mark E. Liberati

each and all known to me and known by me to be the parties executing the foregoing instrument,
and he ^{he} ~~they~~ ^{him} ~~severally~~ ^{his} acknowledged said instrument by ~~them~~ subscribed to be the free act and deed.


Notary Public
ROBERT A. PERSITI