

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

Corp. I.D. #

83895

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:

FIRST. The name of the corporation is Quaker West Corp.

~~SECOND. The period of its duration is (if perpetual, so state) Perpetual~~

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THIRD. The purpose or purposes for which the corporation is organized are:

See attached rider.

SG. 11A 100 21 844

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Form 11A ICM 9-91

(R.I. - 2157 - 11/16/94)

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

(a) If only one class: Total number of shares 1,500

(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.)

All 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 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:

See Attached Rider.

SEVENTH. The address of the initial registered office of the corporation is 555 Quaker Lane, West Warwick, RI 02810 (add Zip Code) and the name of its initial registered agent at such address is:

David M. Coletta

David M. Coletta
Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is one 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.) (NOT APPLICABLE)

Name

Address

Robert Bendetson	87 Sunset Rock Road, Andover, MA 01810
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NINTH. The name and address of each incorporator is:

Name

Address

Erin O'Malley	c/o CT Corporation System 2 Oliver St., Boston, MA 02109
Carri Schultz	c/o CT Corporation System 2 Oliver St., Boston, MA 02109
Lauren Kreatz	c/o CT Corporation System 2 Oliver St., Boston, MA 02109

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

April 12, 1995

Dated April 10, 1995

Erin O'Malley
Carri Schultz
Lauren Kreatz
Signature of each incorporator

STATE OF ~~Rhode Island~~ ^{Massachusetts} } In the City } of Boston
COUNTY OF Suffolk } Town }
in said county this 10th day of April, A.D. 1995
then personally appeared before me Erin O'Malley, Cassi
Schultz and Lauren Kridtz

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.

Kristen Tirrell
Notary Public

KRISTEN S. TIRRELL
NOTARY PUBLIC
My Commission Expires JULY 1, 2000

RIDER

PARAGRAPH 4

To purchase take, receive, lease, mortgage, encumber or otherwise own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein wherever situated;

To borrow, lend and invest money;

To engage in the construction of residential and commercial structures of any kind;

To carry on any other business and to perform any and all other acts permitted of corporations under the laws of Rhode Island or any other jurisdiction where the corporation may own property or do business;

To act as and perform the duties and responsibilities of a member and/or manager of a limited liability company or of a limited liability partnership established under the laws of Rhode Island or any other jurisdiction;

To act as and perform the duties and responsibilities of general partner of limited partnerships established under the laws of Rhode Island or any other jurisdiction;

To perform any and all acts necessary or incidental to effectuate any of the foregoing purposes;

RIDER

PARAGRAPH 13

INDEMNIFICATION

The Corporation shall, to the extent legally permissible, indemnify each of its Directors, officers, employees and agents (including persons who serve at its request as Directors, officers or trustees of another organization, or in any capacity with respect to any employee benefit plan) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such Director, officer, employee or agent except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interest of the Corporation, or, to the extent that such matter relates to service with respect to another organization or to any employee benefit plan, in the best interest of said other organization or to the participants or beneficiaries of such employees benefit plan; provided, however, that as to any matter disposed of by compromise payment by such Director, officer, employee or agent, pursuant to a consent judgment or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interest of the Corporation, after notice that it involves such indemnification: (a) by a majority of the Directors then in office; or (b) by the holders of a majority of the outstanding stock at the time entitled to vote for Directors, voting as a single class. Expenses, including counsel fees, reasonably incurred by any Director, officer, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding shall be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of the undertaking by such Director, officer, employee or agent to repay the amounts so paid to the Corporation if it is ultimately determined that indemnification for such expenses is not authorized under this section and such undertaking may be accepted without reference to the financial ability of such person to make repayment. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Director, officer, employee or agent may be entitled. As used in this section, the terms "Director", "officer", "employee", and "agent" included the relevant individual's heirs, executors and administrators, and an "interested" Director or officer is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending. Nothing contained in this section shall affect any rights to indemnification to which corporate Directors, officers, and employees may be entitled by contract or otherwise under law.

The Corporation acting by its Directors shall have the power to purchase and maintain insurance on behalf of any person who is or was an Director, officer, employee or other agent of the Corporation or is or was serving at the Corporation's request as a Director, officer, employee or other agent of another organization.

TRANSACTIONS WITH RELATED PARTIES

The Corporation may enter into contracts or transact business with one or more of its Directors, officers or Stockholders or with any corporation, association, trust company, organization or other concern in which any one or more of its Directors, officers or Stockholders are Directors, Officers, Trustees, Shareholders or Beneficiaries is otherwise interested. In the absence of fraud, no such contract or transaction shall be invalidated or in any way affected by the fact that such Directors, officers or Stockholders of the Corporation have or may have interests which are or might be adverse to the interest of the Corporation even though the vote or action of Directors, officers or Stockholders having such adverse interest may have been necessary to obligate the Corporation upon such contract or transaction. At any meeting of the Board of Directors of the Corporation (or any duly authorized committee thereof) which shall authorize or ratify any such contract or transaction, any such Director or Directors, may vote or act thereat with like force and effect as if he had not such interest, provided, in such case the nature of such interest (though not necessarily the extent or details thereof) shall be disclosed or shall have been known to the Directors or a majority thereof. A general notice that a Director or Officer is interested in any corporation or other concern of any kind above referred to shall be a sufficient disclosure as to such Director or Officer with respect to all contracts and transactions with such corporation or other concern. No Director shall be disqualified from holding office as Director or officer of the Corporation by reason of any such adverse interests. In the absence of fraud, no Director, officer or Stockholder having such adverse interest shall be liable to the Corporation or to any Stockholder or creditor thereof or to any other person for any loss incurred by it under or by reason of such contract or transaction, nor shall any such Director, officer or Stockholder be accountable for any gains or profits realized thereon.