

Filing Fee: \$150.00

ID Number: 109796



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

ARTICLES OF INCORPORATION (To Be Filed In Duplicate Original)

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 Pro-Change Behavior Systems, 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 engage in the business of research and consulting on organizational change systems, to conduct any lawful
business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations
may be organized under the Rhode Island Business Corporation Act. as it may be amended from time to time.

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

(a) If only one class: Total number of shares _____ (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.):

no par value

or

(b) If more than one class: Total number of shares 8,000 (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, 1956, as amended, 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.):

4400 Class A Voting Stock SEE ATTACHED FOR STATEMENT

3600 Class B Non-Voting Stock SEE ATTACHED FOR STATEMENT

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

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By

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

7. The address of the initial registered office of the corporation is 123 Dyer Street
(Street Address, not P O Box)
Providence, RI 02903 and the name of its initial registered agent
(City/Town) (Zip Code)
at such address is Cary J. Coen, Esq.
(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is Two (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.)

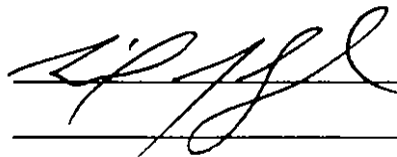
<u>Title</u>	<u>Name</u>	<u>Address</u>
	James Prochaska	2 Chafee Road, Kingston, RI 02881
	Janice Prochaska	2 Chafee Road, Kingston, RI 02881

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Richard J. Land, Esq.	123 Dyer Street, Providence, RI 02903

10. Date when corporate existence is to begin Upon Filing
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: 12/15/99



Signature of each Incorporator

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on this 15th day of December, 1999, personally appeared before me Richard J. Land,
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.

Linda A. Kalenkiewicz, Notary Public
State of Rhode Island and
Providence Plantations
My Commission Expires:


Notary Public Notary Public
My Commission Expires: 6-18-01

ATTACHMENT TO ARTICLES OF INCORPORATION
OF PRO-CHANGE BEHAVIOR SYSTEMS, INC.

The rights of Class A common stock and Class B common stock shall be identical except for voting rights specified herein. The holders of Class A common stock shall be entitled to one vote for each share held by them. The holders of Class B common stock shall not be entitled to notice of Stockholders' meetings or to vote upon the election of Directors or upon any questions affecting the management or affairs of the Corporation, except where such notice or vote is expressly required by law.

December 15, 1999

THE SECRETARY OF STATE
OF THE STATE OF RHODE ISLAND
Corporations Division
100 North Main Street
Providence, RI 02903

Dear Sir/Madam:

The undersigned hereby consents to and authorizes the use of the name "Pro-Change Behavior Systems" by Pro-Change Behavior Systems, Inc. (a Rhode Island Corporation) for purposes of using that name when filing Articles of Incorporation in the State of Rhode Island.

The Members of the limited liability company are the same individuals as the Directors of the new corporation.

Very truly yours,

PRO-CHANGE BEHAVIOR SYSTEMS, LLC.

By James Parshakanyan

Title: Member