

**State of Rhode Island and Providence Plantations**  
**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 .....

.....  
FIORE AND ASMUSSEN INCORPORATED

(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:

To keep, examine, inspect and audit the books and accounts of others, to devise and install financial accounting, checking, corresponding, filing and other office and business systems; to take inventory; to make appraisals, to prepare balance sheets, to compare statistics as an aid to the officers of the corporation and other persons in the making of reports and statements required by tax laws; to do all such things and perform or supply all such services as are commonly done, performed or supplied by efficiency engineers or business management experts, to warrant the accuracy of the work done or services performed by it. To do all other things not mentioned herein which are proper, incidental and conducive to the practice of a certified public accounting firm and to the accomplishment of the foregoing purposes.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.
- (b) To sue and be sued, complain and defend, in its corporate name.
- (c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money and to use its credit to assist its employees.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.
- (k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- (l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.
- (o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.
- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.
- (q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.
- (r) To have and exercise all powers necessary or convenient to effect its purposes.

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

- (a) *If only one class:* Total number of shares ... 5,000 Common without 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 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:

The purchase or redemption price for shares of stock of this corporation shall be determined pursuant to a shareholders' agreement, the terms of which are incorporated herein and the original of said agreement being placed on file with the official records of this corporation.

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

All shareholders of the corporation shall be persons duly licensed as certified public accountants in the State of Rhode Island. They shall also be individuals who, except for time spent for illness, accident, in the armed services, on vacation or leaves of absence not to exceed one year, are actively engaged in the practice of a certified public accountant in the offices of the corporation. All shares of any shareholders who ceases to be eligible to be shareholders of the corporation or desires to withdraw or retire shall be sold to the corporation in accordance with the terms of a shareholders' agreement, a copy of which is on file with the office of the corporation.

SEVENTH. The address of the initial registered office of the corporation is 191 Social Street, Woonsocket, Rhode Island 02895 (add Zip Code) and the name of its initial registered agent at such address is: Joseph DiGianfilippo, Esq.

EIGHTH. The number of directors constituting the initial board of directors of the corporation is One (1) 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
Luigi T. Fiore	125 Wayland Avenue, Providence, RI

NINTH. The name and address of each incorporator is:

Name	Address
Joseph DiGianfilippo	191 Social Street, Woonsocket, Rhode Island
Suzanne Durand	191 Social Street, Woonsocket, Rhode Island

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

January 1, 1985 - February 5, 1985

Dated January 25, 1985

Joseph DiGianfilippo

Suzanne Durand

STATE OF RHODE ISLAND } In the City }  
COUNTY OF Providence } Foxe } of Woonsocket

in said county this 25th day of January, A.D. 19 85

then personally appeared before me

Joseph DiGianfilippo and Suzanne Durand

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.

*Elaine J. Masulan*  
Notary Public

00261

02/06/85 PAID 0319A001  
CP11 110.00  
CHK 110.00

FEB 5 1985

*Handwritten mark*

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OFFICE OF SECRETARY

TEL. 277-3185

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
DEPARTMENT OF BUSINESS REGULATION  
BOARD OF ACCOUNTANCY  
100 NORTH MAIN STREET  
PROVIDENCE, RHODE ISLAND 02903

December 26, 1984

Luigi T. Fiore, CPA  
125 Wayland Avenue  
Providence, Rhode Island 02906

Dear Mr. Fiore:

In anticipation of you and John E. Asmussen incorporating your practice of public accounting in Rhode Island, this letter will attest to the fact that you hold CPA Certificate # 896 awarded to you July 20, 1976 and John E. Asmussen holds Certificate # 178 awarded to him on February 1, 1951. According to our records, both of you are in good standing with the Rhode Island Board of Accountancy as of this date.

Very truly yours,

RHODE ISLAND BOARD OF ACCOUNTANCY

*Nancy W. Thomas*

Nancy W. Thomas  
Executive Secretary