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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

FILED
OCT 16 1997
By [Signature]
192111

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 REAL ESTATE MASTERS 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 conduct a general brokerage, agency and commission business for others in the purchase, sale and management of real estate for others and the negotiation of loans thereon; and to acquire, own, sell and otherwise dispose of real estate and to have all the powers conferred upon such corporation by the general laws of the State of Rhode Island.

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

(a) *If only one class:* Total number of shares 1000 (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 _____ (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:

As attached

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 445 BUDLONG ROAD

(Street)

CRANSTON, RI 02920

(City/Town)

(Zip Code)

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

LOUIS E. BALDI

8. The number of directors constituting the initial board of directors of the corporation is 0 and names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders 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 of 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 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>PRES.</u>	<u>GAYLE M. MOONE</u>	<u>29 JOB DRIVE, W. KINGSTOWN, RI 02892</u>
<u>V.P.</u>	<u>RICHARD E. MOONE</u>	<u>29 JOB DRIVE, W. KINGSTOWN, RI 02892</u>
<u>SEC.</u>	<u>BRIAN A. DUPONT</u>	<u>52 PLEASANT VIEW ROAD, WARWICK, RI 02886</u>
<u>TRES.</u>	<u>BRIAN A. DUPONT</u>	<u>52 PLEASANT VIEW ROAD, WARWICK, RI 02886</u>

9. The name and address of each incorporator is:

Name	Address
<u>LOUIS E. BALDI, ESQUIRE</u>	<u>445 BUDLONG ROAD, CRANSTON, RI 02920</u>

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

Dated October 16, 19 97

Louis E. Baldi

Signature of each Incorporator

STATE OF
COUNTY OF

In CRANSTON, on this 16 day of October, 19 97, personally appear before me LOUIS E. BALDI

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.

Betty A. Shea
Notary Public

My Commission Expires: 6/11/2001

No stockholder shall sell, transfer, or dispose of any shares of stock of said corporation, without first complying with the following conditions:

Any stockholder desiring to dispose of all or any of such stock shall give written notice of such desire to each of the officers of the corporation, offering to sell said stock to the corporation at the declared book value thereof, computed in accordance with the provisions of the by-laws. The corporation shall thereupon have thirty (30) days from the date of said offer to purchase said stock in accordance with the terms of this article. The terms of any such sale to the corporation shall be governed by the provisions of the by-laws of the corporation, in effect at the time of the making of the offer.

If, after the expiration of the said thirty (30) day period, the corporation fails or refuses to buy the offered stock as aforesaid, the stockholder must offer simultaneously in writing to sell said stock to all existing stockholders whose names appeared on the books of the corporation on the date of the offer to sell to the corporation.

Each stockholder shall thereupon have thirty (30) days from the date of the offer to him to purchase said common stock, at the declared book value thereof, computed in accordance with the provisions of the by-laws, in proportion to his respective holdings.

In the event that any such stockholder shall fail to exercise this option, the other holders of common stock desiring to exercise said option shall have the right to receive the said share which said stockholder has failed to exercise, in proportion to his respective holdings. The terms of any such sale to the stockholders shall be governed by the provision of the by-laws of the corporation, in effect at the time of the making of the offer.

In the event that neither the corporation nor the remaining stockholders desire to purchase said common stock, the said stockholder desiring to sell said common stock shall have the right to sell to any person.

In the event that the holder of any share or shares of the common stock of said company shall pledge or otherwise encumber any of his said stock in said company, and the pledgees of said stock shall sell said stock because of failure of said holder to carry out terms of said pledge or loan, the purchaser of said stock shall be required to offer said stock for sale to the corporation and the stockholders in the manner hereinbefore set forth in the article, and he shall not be entitled to any rights whatsoever in said corporation or in and to said stock unless the said corporation and the stockholders shall have failed to purchase said stock upon the terms and conditions as hereinbefore set forth in this article. The corporation shall have the right in such event to refuse to recognize the said purchaser at said pledgee's sale as the holder of said stock, and the holder of such stock shall not have any voting rights or other rights by reason of possession of said stock, except as herein set forth in this article.

The corporation, shall at all times, have a lien upon the shares of stock owned by each stockholder for all indebtedness and obligations owing and to be owing by such stockholder to the corporation. In the event that any stockholder shall fail to pay such indebtedness due to the corporation upon demand in writing within ten (10) days after notification thereof, by registered mail, addressed to the last known address of said stockholder, the corporation shall have a right to sell said stock at public auction as the attorney of said stockholder and shall apply any and all sums received at said sale to said indebtedness, and pay the surplus remaining, after payment of all expenses of sale including attorney's fees, to the stockholder. In the event that there shall be a deficiency, the said stockholder shall be liable for such deficiency. Said sale shall be subject to the stipulations, conditions and limitations set forth in the foregoing "Preemption Clause."