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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

NON-PROFIT CORPORATION

ARTICLES OF INCORPORATION

(To Be Filed In Duplicate Original)

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is BRITISH MOTORCARS ETC. LTD OF ^{OK}
NEW ENGLAND
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 PROMOTE HIGHWAY SAFETY, DRIVER AWARENESS
AND TO MAINTAIN THE OWNERSHIP OF
BRITISH CARS
4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:
NONE

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5. The address of the initial registered office of the corporation is 30 JOB DRIVE
(Street Address, not P O Box)

RICHMOND, RI 02892, and the name of its initial registered agent at such
(City/Town) (Zip Code)

address is DR. FRANK R. KRASJEWSKI
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 3
(not less than three directors)
and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
<u>FRANK R. KRASJEWSKI</u>	<u>30 JOB DR., RICHMOND, RI 02892</u>
<u>LANCE BEAUCHAMP</u>	<u>598 PROVIDENCE PIKE, N. SMITHFIELD, RI 02896</u>
<u>RUTH SILVA</u>	<u>90 HARTFORD AVE., RIVERSIDE, RI 02915</u>
_____	_____
_____	_____
_____	_____

7. The name and address of each incorporator is:

Name	Address
<u>FRANK R. KRASJEWSKI</u>	<u>30 JOB DR., RICHMOND, RI 02892</u>
<u>LANCE BEAUCHAMP</u>	<u>598 PROVIDENCE PIKE, N. SMITHFIELD, RI 02896</u>
<u>RUTH SILVA</u>	<u>90 HARTFORD AVE., RIVERSIDE, RI 02915</u>
_____	_____
_____	_____
_____	_____

8. Date when corporate existence is to begin NOVEMBER 16, 1999
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: NOVEMBER 16, 1999

Frank R. Krasjewski, President
Lance Beauchamp, Vice Pres
Ruth Silva, Secretary

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Signature of each Incorporator