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ID Number: 131650



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

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 WILLIAM ROSE, 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:
construction and landscaping work and any other legal business

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

(a) If only one class: Total number of shares 600 (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:

N/A

FILED

APR 28 2003

By

Handwritten signature and number 317435

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

See attached sheet

7. The address of the initial registered office of the corporation is 148 Main Street

(Street)

Wakefield

(City/Town)

RI 02879

(Zip Code)

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

Roderick A.J. Cavanagh, Esq.

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

Title	Name	Address
Director	William B. Rose	P.O. Box 5441, Wakefield, R.I. 02880

9. The name and address of each incorporator is:

Name	Address
William B. Rose	P.O. Box 5441, Wakefield, R.I. 02880

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

Dated April 25, 2003, 19    

William B. Rose  
William B. Rose

Signature of each Incorporator

STATE OF RHODE ISLAND  
COUNTY OF WASHINGTON

In South Kingstown, on this 25th day of April, 2003, 19    , personally appeared before me William B. Rose, 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.

Ellen Thacher  
Notary Public Ellen Thacher  
My Commission Expires: 9/13/2005

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

SIXTH: RESTRICTION ON TRANSFER OF STOCK. In the event that any stockholder or the respective heirs, administrators, executors or successors of any stockholder shall desire to sell, assign, transfer or otherwise dispose of the whole or any portion of stock of this corporation, such person or persons, shall communicate that fact, in writing, to the corporation which shall within twenty (20) days of the receipt of said communication notify such person or persons, whether it elects to purchase said stock, the corporation shall have the right to nominate or designate the person or corporation to acquire title to said stock. In the event that the corporation elects to purchase said stock, but the purchase price cannot be agreed upon within twenty (20) days of the notification by the corporation of its election to purchase, such person or persons, shall select one disinterested and impartial person to act as arbitrator and the corporation shall do likewise and the two so chosen shall select a third and the three arbitrators so chosen shall promptly determine the fair value of said stock and the price to be paid therefor. The decision of the majority of the arbitrators shall be final and binding upon the parties. In the event that one party fails to select an arbitrator, the arbitrator chosen by the other party shall proceed alone to determine the price to be paid and his decision shall be binding upon the parties. Full payment for stock to be made within twenty (20) days of the agreement as to the purchase price, or in the event of arbitration within twenty (20) days of the decision of the arbitrator or arbitrators in the event aforesaid, otherwise said person or persons, shall be at liberty to sell said stock irrespective of these conditions. Any transfer or other disposition of shares of stock of this corporation by virtue of law or otherwise in connection with or by reason of a pledge or other encumbrance, is intended to be included in this restriction on transfer of stock.

In all matters and procedure under this section, stockholders, or the respective heirs, administrators, executors or successors of any stockholder desiring to sell, assign, transfer or otherwise dispose of said stock shall not vote on the question of the purchase of said stock by the corporation and said stock shall be considered as not issued or outstanding for the purpose of determining whether or not a quorum is present at the voting on the question, or for the purpose of determining the adoption or rejection of a resolution in accordance with the provisions of the by-laws of the corporation. In the event that the corporation elects not to purchase said stock from any stockholder or the respective heirs, administrators, executors or successors of any stockholder desiring to sell, transfer, assign, or otherwise dispose of said stock, then the other stockholders of the corporation entitled to vote and be counted in respect to said resolutions, shall have the right to purchase said stock on the terms and conditions of this provision regarding restriction on transfer of stock available to the corporation, in the proportion which the share of stock owned by each of the stockholders participation in the purchase bears to the total number of shares of stock owned by all of the stockholders participating in the purchase.