

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 Rage, Inc.

(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)

THIRD. The purpose or purposes for which the corporation is organized are:

*For any lawful purpose and retail sale of
women's clothing and other accessories*

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 1,000

(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.)

All such shares are to be without par value

or

(b) If more than one class: Total number of shares _____

(State (A) the number of the 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:

No stockholder shall transfer any of the stock of the Corporation held by him without first giving written notice to the Corporation of his intention to transfer the same and the name and address of the intended transferee and giving to the Corporation the right to purchase said stock at the lowest price at which he is willing to transfer, before the same shall be transferred by him to any other party. The Corporation shall have thirty days from the receipt of said offer within which to exercise the right to purchase the stock so offered to it. If said offer is not accepted within said time, or if the corporation through its stockholders waives this right of first refusal, the stockholder shall be at liberty to transfer the said stock to the named transferee for not less than the price named by him.

The shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into shares or carrying a right to subscribe to or acquire shares, including any of the foregoing issued to officers or employees pursuant to approval by the affirmative vote of the holders of a majority of the shares entitled to vote thereon or when issued by and consistent with a plan theretofore approved by such a vote of shareholders. The foregoing preemptive right shall extend to all such shares whether the consideration for their issuance is in whole or in part, money, other property, tangible or intangible, or labor or services actually performed for the corporation.

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

This Corporation is a small business corporation, as defined in Section 1244 of the Internal Revenue Code.

SEVENTH. The address of the initial registered office of the corporation is 226 Atwells Avenue, Providence, R.I. 02903 (add Zip Code) and the name of its initial registered agent at such address is: Robert A. Walsh

EIGHTH. The number of directors constituting the initial board of directors of the corporation is ~~Four~~ Three 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, 1966, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Norma: Walsh	331 River Ave., Providence, R.I.
Thomas G. / DIP1666	371 / Sharon St. / Providence, R.I.
Robert A. Walsh	331 River Avenue, Providence, R.I.
John F. Walsh	331 River Ave., Providence, Rhode Isl

NINTH. The name and address of each incorporator is:

Name	Address
Norma: Walsh	331 River Ave., Providence, R.I.
Thomas G. / DIP1666	371 / Sharon St. / Providence, R.I.
Robert A. Walsh	331 River Ave., Providence, R.I.
John F. Walsh	331 River Ave., Providence, R.I.

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

Immediately upon filing of these Articles of Incorporation.

Dated April 23, 1979.

Norma Walsh
Robert A. Walsh
John F. Walsh

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

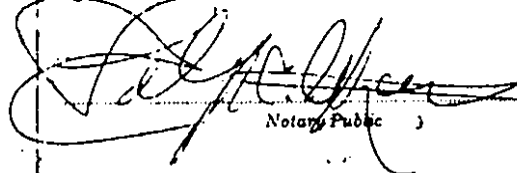
In the City of PROVIDENCE
1979

in said county this 23rd day of April, A. D. 1979

then personally appeared before me Norma Walsh, Thomas O. Walsh, and

Robert A. Walsh and John F. Walsh

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.


Notary Public

AUG 14 1979

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