

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we IRA L. SCHREIBER, of the City of
Cranston, County of Providence, MARVIN HODOSH, of the Town of North Kingstown,
County of Washington and PETER SPINELLA, of the City and County of Providence,
all of lawful age, hereby agree to and with each other:

FIRST. To associate ourselves together with the intention of forming a corporation under and by virtue of the powers conferred by Chapters 7-1 to 7-5 (inclusive), 7-9 and 7-10 of the General Laws of Rhode Island, as amended.

SECOND. Said corporation shall be known by the name of THE KATES CORPORATION

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of investment and of providing services, management, sales and purchases in insurance and related fields.

In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See § 7-2-10 of the General Laws.)

To do any lawful act which is necessary or proper to accomplish the purposes of its incorporation. Without limiting or enlarging the effect of this general grant of authority, it is hereby specifically provided that every corporation shall have power:

- (a) to have perpetual succession in its corporate name, unless a period for its duration is limited in its articles of association or charter;
- (b) to sue and be sued in its corporate name;
- (c) to have and use a common seal, and alter the same at pleasure;
- (d) to elect such officers and appoint such agents as its business requires, and to fix their compensation and define their duties;
- (e) to make by-laws not inconsistent with the Constitution or laws of the United States or of this state, or with the corporation's charter, or articles of association, determining the time and place of holding and the manner of calling and of conducting meetings of its stockholders and directors, the manner of electing its officers and directors, the mode of voting by proxy, the number, qualifications, powers, duties and term of office of its officers and directors, the number of directors and of shares of stock necessary to constitute a quorum, which number may be less than a majority, and the method of making demand for payment of subscriptions to its capital stock, and providing for an executive committee to be elected from and by the board of directors and defining its powers and duties, and containing any other provisions, whether of the same or of a different nature, for the management of the corporation's property and the regulation and government of its affairs;
- (f) to make contracts, incur liabilities and borrow money;
- (g) to acquire, hold, sell and transfer shares of its own capital stock; provided, that no corporation shall use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of the corporation;
- (h) to acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of any bonds, securities or evidences of indebtedness created by, or the shares of the capital stock of, any other corporation or corporations of this state or of any other state, country, nation or government, and while owner of said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;
- (i) to guarantee, if authorized so to do by its charter or articles of association, any bonds, securities or evidences of indebtedness created by or dividends on or a certain amount per share in liquidation of the capital stock of any other corporation or corporations created by this state or by any other state, country, nation or government;
- (j) to acquire, hold, use, manage, convey, lease, mortgage, pledge or otherwise dispose of within or without this state any other property, real or personal, which its purposes shall require;
- (k) to conduct business and have offices in this state and elsewhere; provided, however, that nothing in this section contained shall authorize any corporation to carry on the business of a bank, savings bank or trust company.

(OVER)

FOURTH. Said corporation shall be located in Providence, Rhode Island.
(City or Town)

FIFTH. The TOTAL amount of authorized capital stock of said corporation, with par value, shall be (\$) dollars as follows, viz:
Common stock in the amount of (\$)
dollars to be divided into () shares of
the par value of (\$) dollars each; and
Preferred stock in the amount of (\$)
dollars, to be divided into () shares, of
the par value of (\$) dollars each.

(Or if capital stock is without par value)

The TOTAL number of shares of capital stock authorized, without par value, shall be
SIX HUNDRED (600*) shares
as follows, viz:— **SIX HUNDRED** (*600*) shares of
Common stock, without par value; and
(0) shares of
Preferred stock, without par value.

(If capital stock is divided into two or more classes) Description of several classes of stock, including terms on which they are created, and voting rights of each, viz:—

Any stockholder including the heirs, assigns, executors or administrators
of a deceased stockholder, desiring to sell or transfer any stock of this
corporation shall first offer such stock to the corporation through its Board of
Directors at not more than the book value of such stock as shown upon a financial
statement of the corporation to be drawn as of the first of the month preceding
the offer, provided, however, that the corporation shall exercise its right to
purchase within 30 days after the stockholder shall have notified it in writing of his
desire to sell said shares, and if the corporation shall decide to purchase said shares
such stockholder shall, upon the proper tender of the price thereof, transfer to the
corporation his shares so sold, and if the corporation shall elect not to purchase
said shares within 30 days, then such stockholder may at any time after the
expiration of said 30 days, sell such shares to any other party, but not at less
than the price at which the same was offered to this corporation.

No shares of stock shall be assigned or transferred upon the books of
the corporation until these provisions shall have been complied with, but the
Board of Directors may at any particular instance waive these requirements.

SIXTH. (If not perpetual) The period of duration of said corporation shall terminate

(Further provisions not inconsistent with law)

SEVENTH

EIGHTH

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences
this 19th day of September, A. D. 1969

Ira L. Schreiber
NAME

RESIDENCE
(No. Street, City or Town)

IRA L. SCHREIBER

86 Belvedere Road, Cranston, R.I.

Marvin Hodosh
MARVIN HODOSH

570 No. Quidneset Rd., North Kingstown, R.I.

Peter Spinella
PETER SPINELLA

38 Pinehurst Avenue, Providence, R.I.

STATE OF RHODE ISLAND }
COUNTY OF Providence } In the City of Providence
~~XXXXXX~~

in said county this 19th day of September, A. D. 1969

then personally appeared before me Ira L. Schreiber, Marvin Hodosh and

Peter Spinella

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.

Karen B. Friedman
Karen B. Friedman Notary Public

V 1066X
(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

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SEP 22-69 SEC-OF STATE 537 CD****5.00

[Handwritten Signature]

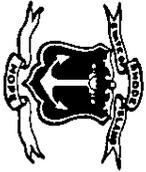
FILED IN THE OFFICE OF THE

SECRETARY OF STATE

SEP 19 1969

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State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Nº 41237

Providence

September 19 1969

I Herby Certify That

The State Corporation

has paid into the State Treasury a fee of

Eighty Nine

Dollars for

Insurance

in accordance with the provisions of 7-1-9, General Laws.

Raymond M. Sparabeky.

General Treasurer.