

Filing and License Fee: \$230.00 minimum

ID Number: 147384



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)

FILED

APR 25 2005

By AMF
64066

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 NEW ENGLAND REAL ESTATE MARKETING SERVICES, 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 ENGAGE IN THE BUSINESS OF REAL ESTATE MARKETING SERVICES AND TO TRANSACT ANY AND
ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE RHODE
ISLAND BUSINESS CORPORATIONS ACT, AS THE SAME MAY BE AMENDED FROM TIME TO TIME
HEREAFTER.

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 the par value of such shares or a statement that all of such shares are to be without par value.):

PAR VALUE \$1.00 PER SHARE

or

(b) If more than one class: Total number of shares N/A (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, 1956, as amended, 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.):

N/A

5. Provision, if any, dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

SEE EXHIBIT A

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

SEE EXHIBIT B

7. The address of the initial registered office of the corporation is 519 MENDON ROAD
(Street Address, not P.O. Box)
CUMBERLAND, RI 02864 and the name of its initial registered agent
(City/Town) (Zip Code)
at such address is GARY R. ALGER, ESQ.
(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is 0 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.)

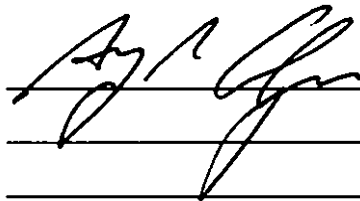
<u>Title</u>	<u>Name</u>	<u>Address</u>
<u>PRESIDENT</u>	<u>MICHAEL V. MILANO</u>	<u>573 MENDON ROAD, SUITE 2</u>
		<u>CUMBERLAND, RI 02864</u>

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>GARY R. ALGER, ESQ.</u>	<u>519 MENDON ROAD, P.O. BOX 8000</u>
	<u>CUMBERLAND, RI 02864</u>

10. Date when corporate existence is to begin UPON FILING THESE ARTICLES OF INCORPORATION.
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: APRIL 25, 2005



Signature of each Incorporator

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In CUMBERLAND, on this 25TH day of APRIL, 2005, personally
appeared before me GARY R. ALGER, ESQ.,
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.

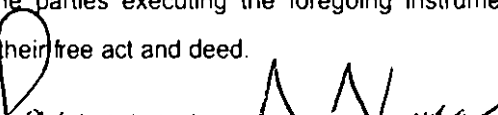

Notary Public
My Commission Expires: 4/4/09

EXHIBIT A

ARTICLES OF INCORPORATION-

NEW ENGLAND REAL ESTATE MARKETING SERVICES, INC.

5). Provisions if any, dealing with the preemptive right of shareholders pursuant to Section 7-1.1-24 of the General Laws, as amended:

The shares of this corporation shall not be transferred by any shareholder unless such shareholder who desires to sell all or part of his or her shares shall first offer such shares for sale to the corporation and other shareholders at the lowest price for which said shares will be offered for sale to a bona fide prospective purchaser of such shares. If the corporation or shareholders fail to purchase all of such shares within 31 days after written notice from selling shareholder, the restriction upon such shares imposed by this provision shall automatically terminate at the end of said 31 days; provided, however that after the termination of said 31 day period, said shareholder who shall have offered his or her stock to the corporation, may sell the stock so offered to the corporation to any other party, but not for a price lower than at which said stock shall have previously offered, and the corporation or shareholder may require affidavits and other evidence, documentary or otherwise, from the shareholders and purchaser of such stock as to the price paid therefor before transferring such stock upon the books of the corporation.

EXHIBIT B

ARTICLES OF INCORPORATION-

NEW ENGLAND REAL ESTATE MARKETING SERVICE, INC.

- 6). Provisions for the regulation of the internal affairs of the corporation:
 - a). The shareholders of this Corporation may take any action permitted by the Articles of Incorporation without the necessity of a formal meeting in accordance with the provisions of Section 7-1.1-30.3 of the General Laws of the State of Rhode Island, 1956 as amended.