

Filing and License Fee: \$230.00 minimum

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.2 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is C. Hawk Incorporated

(This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The total number of shares which the corporation has authority to issue is:

(a) If only one class: Total number of shares 5,000

or

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

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:

3. The address of the initial registered office of the corporation is 928 Atwood Avenue

(Street Address, not P.O. Box)

Johnston

, RI

02919

and the name of its initial registered agent

(City/Town)

(Zip Code)

at such address is Frank R. Saccoccio Esq.

(Name of Agent)

4. The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.
5. Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.

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STATE OF RHODE ISLAND

6. Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

See Attached Form - Attachment to Original Articles of Incorporation

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Frank R. Saccoccio Esq.	928 Atwood Avenue, Johnston RI 02919

8. These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing January 2, 2008

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: 12/5/07

Frank R. Saccoccio Esq.

Signature of each Incorporator

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BUSINESS CORPORATION

C. Hawk Incorporated

ATTACHMENT TO ORIGINAL ARTICLES OF INCORPORATION

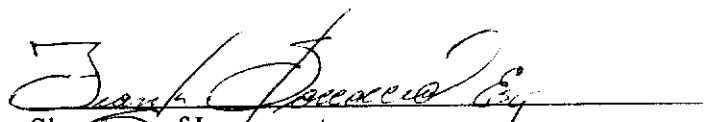
6(a). Provisions dealing with the preemptive right of shareholders pursuant to § 7-1.2-613 of the General Laws, 1956, as amended:

Should any stockholder desire to sell the stock owned by him, he shall first offer the same to the corporation and he may demand a price not to exceed any bona fide offer made by a third party, such price and the name and address of the offerer to be stated under oath. Whereupon, the corporation shall have thirty (30) days to accept or reject such offer. Should the corporation neglect or refuse to purchase such stock within thirty (30) days, the owner thereof shall then offer the same to the other stockholders but not for a price less than that at which it was offered to the corporation. Whereupon, the stockholders shall have thirty (30) days to accept the offer. If any stockholders desire not to accept the offer, the others shall have the right to do so. Should all of the stockholders neglect or refuse to purchase such stock within thirty (30) days, the owner thereof shall be at liberty to sell same to any person, but not for a price less than that at which it was offered to the corporation and the stockholders, and unless the transfer to any such person or persons shall be made within sixty (60) days from the date of the offer to the stockholders, such shares of stock shall not be sold or transferred without being offered again to the corporation and the stockholders for sale.

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

Every director, or officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a director or officer of the corporation, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the corporation. The right of indemnification herein shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

Dated: December 5, 2007


Signature of Incorporator



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

