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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

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SECRETARY OF STATE
CORPORATIONS DIV.
2008 MAR 17 AM 10:06

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 MIP PAINTING, INC.

(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 600

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 1140 RESERVOIR AVENUE

(Street Address, not P.O. Box)

CRANSTON, RI 02920 and the name of its initial registered agent
(City/Town) (Zip Code)

at such address is ANTHONY W. COFONE
(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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MAR 17 2008
By [Signature]

EXHIBIT "A"

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 stockholders, including their heirs, executors or assignors shall sell any of his common stock without first offering the same to the corporation at the lowest price at which he is willing to dispose of the same, said offer to be in writing and to include a statement of the names and address of transferee or transferees to whom the stockholder intends to sell and transfer his stock if his said offer is not accepted by the corporation as hereinafter provided. Said offer and statement shall be addressed to the corporation and shall be sent by registered mail to the corporation at its principal place of business or shall be delivered personally to the President, Treasurer, or Secretary of the Corporation. The Corporation shall have thirty days after the date of delivery of said offer and statement to accept or reject said offer and until action thereon shall be taken or until the expiration of said thirty days, whichever shall first occur, no transfer of such stock shall be made by the stockholder permitting the offer, but if the corporation shall reject said offer or if no action shall be taken prior to the expiration of said thirty days, such stockholder may then sell said stock at not less than the price fixed in said offer to any transferee or transferees described in the said statement at any time within three months after the expiration of said thirty days, but not otherwise or thereafter without again complying with the provisions of this paragraph. Transfer by way of pledge, attachment or other encumbrances are intended to be included in the foregoing provisions shall be void. The corporation by resolution of its shareholders, however, may waive the foregoing provisions with respect to any particular transfer.

EXHIBIT "B"

Sixth: Provisions (if any) for the regulations of the internal affairs of the corporation:

The Corporation shall have no Board of Directors. The Bylaws of the Corporation shall be signed by each shareholder who shall thereon be bound thereby, as a contract between him or her, the Corporation; and all other shareholders, subject to modification in accordance with the terms thereon. Incorporation shall require the unanimous vote of all shareholders. All shares issued subsequent to the initial issuance of the corporation shall require the unanimous vote of all shareholders.



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 handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

