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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

**FILED**

**MAR 05 2009**

BY AMF  
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**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 SHEMPA 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 1,000

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 469 CENTERVILLE ROAD, SUITE 203  
(Street Address, not P.O. Box)

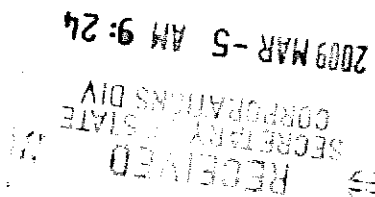
WARWICK, RI 02886 and the name of its initial registered agent  
(City/Town) (Zip Code)

at such address is BERNARD A. POIRIER, CPA  
(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.

**Par value shall be \$1.00 per share.**



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 Addendum A attached hereto and made a part hereof.**

[illegible]

7. The name and address of each incorporator is:

Name

*Address*

DEBORAH A. PARENTE

114 DANIELSON PIKE, FOSTER, RI 02825

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

8. These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing **upon filing.**

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: 3/3/09

Deland Pareto

**Signature of each Incorporator**

**Addendum A**

**SHEMPA INC.**

SIXTH: Provisions for the regulation of the internal affairs of the Corporation:

A) The Corporation elects to have preemptive rights as set forth in §7-1.2-613 of the General Laws, as amended.

B) In the event that any stockholder, or the representative heirs, administrators, executors, successors or assigns of any stockholder or any person or persons to whom title of any stockholder in stock of this Corporation may devolve or pass by assignment for the benefit of creditors, appointment of a receiver, filing of a petition in bankruptcy, or by operation of law or otherwise, shall desire to sell the whole or any portion of his stock in this Corporation, he shall, before offering the same to any person, give notice in writing to the Corporation of his desire to sell the same to the Corporation at the lowest price at which he is willing to sell said stock. If, within twenty (20) days after the receipt of any such notice, the Board of Directors shall elect to purchase the shares so offered, the Secretary or Treasurer or some other officer designated by the Board of Directors shall forthwith and within said twenty (20) days deliver in person to such stockholder or mail by registered mail, postage prepaid, addressed to him at his usual post office address as stated on the books of the Corporation, the election by the Corporation to purchase said stock. Such notice shall state that such stockholder may receive the purchase price for such stock at the office of the corporation upon transfer to the Corporation of the shares sold. If such notice of election to purchase shall not be given within the twenty (20) days set forth above, the stockholder shall be at liberty to sell his stock to any other party provided that such sale is made within fifteen (15) days after the expiration of said twenty (20) days and at a price not less than the price at which it was offered to the Corporation.

C) All other provisions for the regulation of the internal affairs of the corporation shall be contained in the Corporation's by-laws.



# 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*

