

State of Rhode Island and Providence Plantations
BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

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:

FIRST. The name of the corporation is _____

S & S TRANSMISSIONS AND AUTO REPAIRS, INC.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) perpetual

THIRD. The purpose or purposes for which the corporation is organized are:

buying, selling, installing, repairing, trading, transmissions, engines, automobile parts, vehicles; and generally to deal in and with the service of motor vehicles; and to carry on any trade or business incidental thereto or connected therewith; and in general, to engage in any lawful act or activity for which corporations may be organized under the General Laws of Rhode Island; and to do any and all things and exercise any and all powers, rights and privileges which a business corporation may now or hereafter be organized or authorized to do or to exercise under the laws of the State of Rhode Island.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.

(b) To sue and be sued, complain and defend, in its corporate name.

(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money and to use its credit to assist its employees.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.

(k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.

(q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares SIX HUNDRED (600)

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

WITHOUT PAR VALUE

OR

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

(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 title 7 of the General Laws 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.)

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

FIVE A: No stockholder of this company shall make sale of any stock of the company held by him without first giving written notice to the company of his intention to sell the same and giving to the company the right to purchase said stock at the lowest price at which he is willing to sell, before the same shall be sold by him to any other party. The company shall exercise the right to purchase the stock so offered to it within thirty (30) days from the date of the receipt of said offer, and if not accepted within said date, the stockholder shall be at liberty to make sale of said stock so offered to the company in open market for a price not less than the one at which said stock was offered to the company.

WAIVER AND CONSENT

I, STEVEN DUQUESNAY, in my capacity as Secretary of S & S AUTO, INC., a Rhode Island corporation, do hereby waive and consent to the use of the following corporate name: S & S TRANSMISSIONS AND AUTO REPAIRS, INC. Said Waiver and Consent is for the purposes of allowing the incorporation of the above, the purpose of said incorporation as stated in the proposed Articles of Incorporation being buying, selling, installing, repairing and trading of transmissions, engines, automobile parts and vehicles.

In the Presence of:

S & S AUTO, INC.

Steven J. Duquesnay Atty. V. Duquesnay
By its Secretary Duly Authorized

Dated: July 23 1990

CAMERON &
MITTLEMAN
ATTORNEYS AT LAW

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Justin T. Shay
Catherine T. Schneider

*Also admitted
in Massachusetts

July 24, 1990

Spencer Viner, Legal Counsel
Office of the Secretary of State, Room 217
State House
Smith Street
Providence, Rhode Island 02903

Re: S & S Transmissions and Auto Repairs, Inc.

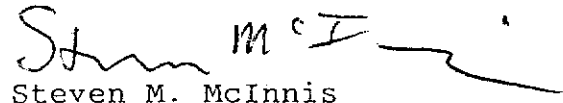
Dear Mr. Viner:

Please be advised that Tim Chapman suggested I write this letter to you. He represents a client that has a similar name to my client's Corporation name. I am the agent for S & S Auto, Inc. and formed said Corporation. I have no objection to S & S Transmissions and Auto Repairs, Inc. using said name and to my knowledge my client would not have any objection either. Also, please be advised that I have tried to contact my client since May 25, 1990, but I have been unsuccessful.

Kindly advise Timothy J. Chapman, Esq., attorney for S & S Transmissions and Auto Repairs, Inc. as soon as possible as to whether his client may use S & S Transmissions and Auto Repairs, Inc.

Thank you for your anticipated cooperation.

Very truly yours,


Steven M. McInnis

SMM/ljg

cc: Timothy J. Chapman, Esq.

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

SEVENTH. The address of the initial registered office of the corporation is
420 Angell Street, Providence, Rhode Island 02906 (add Zip Code)
and the name of its initial registered agent at such address is:
Robert E. Davignon, Esq.

EIGHTH. The number of directors constituting the initial board of directors of the corporation is no directors 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 §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Salvatore A. Costantino, Jr., Pres.	1416 West Main Rd., Portsmouth, RI 02871
Scott Allen Szczupak, Vice-Pres.	" " " " " " "
Salvatore A. Costantino, Jr., Treas.	as above
Scott Allen Szczupak, Secretary	" "

NINTH. The name and address of each incorporator is:

Name	Address
Robert E. Davignon	420 Angell St., Providence, RI 02906

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

immediately

Dated July 31
May 17, 1990

Robert E. Davignon

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

in said county this ~~17th~~ 31st day of ~~May~~ July, A.D. 1990
then personally appeared before me Robert E. Davignon

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.

Maurice C. Londoni
Notary Public

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