



State of Rhode Island and Providence Plantations  
Office of the Secretary of State

Fee: \$230.00

Division Of Business Services  
148 W. River Street  
Providence RI 02904-2615  
(401) 222-3040

**Business Corporation  
Articles of Incorporation**

(Chapter 7-1.2- of the General Laws of Rhode Island, 1956, as amended)

**ARTICLE I**

The name of the corporation is Point of Sale, Inc.

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

**ARTICLE II**

The total number of shares which the corporation has authority to issue is:  
(Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.)

Class of Stock	Par Value Per Share	Total Authorized Shares <i>Number of Shares</i>
CNP	\$0.0100	2,000.00

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:

**ARTICLE III**

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: 38 NORTH COURT STREET

City or Town: PROVIDENCE

State: RI

Zip: 02903

The name of its initial registered agent at such address is RICHARD N. MORNEAU

**ARTICLE IV**

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.

**ARTICLE V**

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

EXHIBIT A

CONTINUATION SHEET ARTICLE VI

ONE: ALL CORPORATE POWERS OF THE CORPORATION SHALL BE EXERCISED BY THE BOARD OF DIRECTORS EXCEPT AS OTHERWISE PROVIDED BY LAW. IN FURTHERANCE AND NOT IN LIMITATION OF THE POWERS CONFERRED BY STATUTE, THE BOARD OF DIRECTORS IS EXPRESSLY AUTHORIZED TO MAKE, AMEND OR REPEAL THE BY-LAWS OF THE CORPORATION IN WHOLE OR IN PART, EXCEPT WITH RESPECT TO ANY PROVISION THEREOF WHICH BY LAW OR THE BY-LAWS REQUIRES ACTION BY THE STOCKHOLDERS, AND SUBJECT TO THE POWER OF THE STOCKHOLDERS TO AMEND OR REPEAL ANY BY-LAW ADOPTED BY THE BOARD OF DIRECTORS.

TWO: MEETINGS OF THE STOCKHOLDERS OF THE CORPORATION MAY BE HELD ANYWHERE WITHIN THE UNITED STATES.

THREE: THE CORPORATION MAY BE A PARTNER IN ANY BUSINESS ENTERPRISES WHICH IT WOULD HAVE POWER TO CONDUCT BY ITSELF.

FOUR: IN THE ABSENCE OF FRAUD, NO CONTRACT OR OTHER TRANSACTION OF THE CORPORATION SHALL BE AFFECTED OR INVALIDATED BY THE FACT THAT ANY OF THE DIRECTORS OF THE CORPORATION ARE IN ANY WAY INTERESTED IN OR CONNECTED WITH ANY OTHER PARTY TO SUCH CONTRACT OR TRANSACTION OR ARE THEMSELVES PARTIES TO SUCH CONTRACT OR TRANSACTION OF ANY SUCH DIRECTOR SHALL AT THE TIME BE FULLY DISCLOSED OR OTHERWISE KNOWN TO THE BOARD OF DIRECTORS. ANY DIRECTOR OF THE CORPORATION MAY BE COUNTED IN DETERMINING THE EXISTENCE OF A QUORUM AT ANY MEETING OF THE BOARD OF DIRECTORS WHICH SHALL AUTHORIZE SUCH CONTRACT OR TRANSACTION AND MAY VOTE AND ACT UPON ANY MATTER, CONTRACT OR TRANSACTION BETWEEN THE CORPORATION AND ANY OTHER PERSON WITHOUT REGARD TO THE FACT THAT HE IS ALSO A STOCKHOLDER, DIRECTOR OR OFFICER OF, OR HAS ANY INTEREST IN, SUCH OTHER PERSON WITH THE SAME FORCE AND EFFECT AS IF HE WERE NOT SUCH A STOCKHOLDER, DIRECTOR OR OFFICER OR NOT SO INTERESTED. ANY CONTRACT OR OTHER TRANSACTION OF THE CORPORATION OR OF THE BOARD OF DIRECTORS OR OF ANY COMMITTEE THEREOF WHICH SHALL BE RATIFIED BY A MAJORITY OF THE HOLDERS OF THE ISSUED AND OUTSTANDING STOCK ENTITLED TO VOTE AT ANY ANNUAL MEETING OR ANY SPECIAL MEETING CALLED FOR THAT PURPOSE SHALL BE AS VALID AND AS BINDING AS THOUGH RATIFIED BY EVERY STOCKHOLDER OF THE CORPORATION, PROVIDED, HOWEVER, THAT ANY FAILURE OF THE STOCKHOLDERS TO APPROVE OR RATIFY SUCH CONTRACT OR OTHER TRANSACTION, WHEN AND IF SUBMITTED, SHALL NOT BE DEEMED IN ANY WAY TO RENDER THE SAME INVALID OR DEPRIVE THE DIRECTORS AND OFFICERS OF THEIR RIGHT TO PROCEED WITH SUCH CONTRACT OR OTHER TRANSACTION.

FIVE: NO CURRENT OR FORMER DIRECTOR OF THE CORPORATION SHALL BE PERSONALLY LIABLE TO THE CORPORATION OR ITS STOCKHOLDERS FOR MONETARY DAMAGES FOR OR ARISING OUT OF A BREACH OF FIDUCIARY DUTY AS A DIRECTOR NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY; PROVIDED, HOWEVER, THAT THE FOREGOING SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF A CURRENT OR FORMER DIRECTOR (I) FOR A BREACH OF THE

DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS STOCKHOLDERS, (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW, OR (III) FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT. THE FOREGOING PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF A DIRECTOR FOR ANY ACT OR OMISSION OCCURRING PRIOR TO THE DATE UPON WHICH THE AMENDMENT OR DELETION OF THE FOREGOING PROVISIONS OF THIS PARAGRAPH FIVE WHICH RESTRICTS OR LIMITS THE PROTECTIONS PROVIDED THEREUNDER TO CURRENT OR FORMER DIRECTORS SHALL BE EFFECTIVE WITH RESPECT TO ACTIONS AND OMISSIONS OF THE DIRECTORS OCCURRING PRIOR TO THE DATE SAID AMENDMENT OR DELETION BECAME EFFECTIVE.

#### ARTICLE VI

The name and address of the each incorporator is:

<b>Title</b>	<b>Individual Name</b> First, Middle, Last, Suffix	<b>Address</b> Address, City or Town, State, Zip Code, Country
INCORPORATOR	CHRIS CEDRONI	70 ROCHAMBEAU PROVIDENCE, RI 02906 USA

#### ARTICLE VII

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.

Later Effective Date:

**Signed this 21 Day of September, 2010 at 9:31:19 AM by the incorporator(s).** *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.2.*

CHRIS CEDRONI

Form No. 100  
Revised 09/07

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# 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*

