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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615
www.sos.ri.gov

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SECRETARY OF STATE
DIVISION OF BUSINESS SERVICES
2011 DEC 30 AM 10:22

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 NEWPORT COTTON COMPANY

(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 the authority to issue is:

(a) If only one class: Total number of shares 1000

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

(City/Town)

RI 02920

(Zip Code)

and the name of its initial registered agent at

such address is Attorney Steven A. Moretti

(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.

FILED

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By

10:22

Signature and number 159690

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:

**As determined by the By-Laws**

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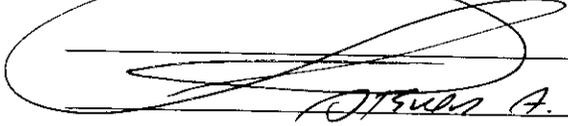
7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<b>Attorney Steven A. Moretti</b>	<b>1140 Reservoir Avenue, Cranston, RI 02920</b>
_____	_____
_____	_____

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 as of January 1st, 2012

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: 12/27/11

  
\_\_\_\_\_  
**STEVEN A. MORETTI**

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

A. RALPH MOLLIS

*Secretary of State*

