

Filing and License Fee: \$310.00 minimum

ID Number: 138300

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

MAR 03 2004

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is HERITAGE RESTORATION, INC.
- 2. It is incorporated under the laws of MASSACHUSETTS
- 3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

Concrete Restoration

- 4. The date of its incorporation is 06/03/1985 and the period of its duration is CURRENT Perpetual
- 5. The address of its principal office in the state or country under the laws of which it is incorporated is 170 PLEASANT STREET, P. O. BOX 478, ROCKLAND, MA 02370
- 6. The address of its proposed registered office in Rhode Island is 10 WEYBOSSET STREET
(Street Address, not P.O. Box)
PROVIDENCE, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is C T CORPORATION SYSTEM
(Name of Agent)

- 7. The specific purpose or purposes, which it proposes to pursue in the transaction of business in Rhode Island are:
CONTRACTING BUSINESS

FILED
MAR 03 2004
By [Signature]

- 8. The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>CHARLES SWEETMAN</u>	<u>291 MT. BLUE STREET, NORWELL, MA</u>
Director		
President	<u>CHARLES SWEETMAN</u>	<u>291 MT. BLUE STREET, NORWELL, MA</u>
Vice President		
Treasurer	<u>ROBERT E. JOHNSON</u>	<u>62 TEMI ROAD, BROCKTON, MA</u>
Secretary	<u>ROBERT E. JOHNSON</u>	<u>62 TEMI ROAD, BROCKTON, MA</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
10,000	COMMON		NO PAR

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
100	COMMON		NO PAR

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 250,000 .

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 15,000 .

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 6 % . [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 1,500,000 .

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 150,000 .

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 10 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 2/30/2004

HERITAGE RESTORATION, INC.

Print Exact Name of Corporation Making Application

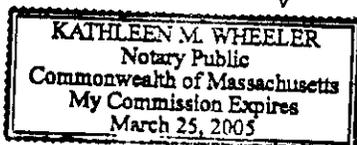
By Charles Sweetman
 President or Vice President (check one)

By Robert E. AND Johnson
 Secretary or Assistant Secretary (check one)

STATE OF Massachusetts

COUNTY OF Plymouth

In Rockland, on this 30th day of February 2004, before me personally appeared Charles Sweetman & Robert E. Johnson who, being duly sworn, declared that he/she is the President and Secretary of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.



Kathleen M. Wheeler
 Notary Public
 My Commission Expires: March 25, 2005

The Commonwealth of Massachusetts

JOHN F. X. DAVOREN
Secretary of the Commonwealth
STATE HOUSE
BOSTON, MASS. 02133

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 156B)

Incorporators

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
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Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.

Daniel W. O'Brien	47 Canton Street Randolph, MA 02368
Charles G. Sweetman	26 Elliot Street Braintree, MA 02184
Robert E. Johnson	62 Temi Road Brockton

The above-named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 156B and hereby state(s):

1. The name by which the corporation shall be known is:

Heritage Restoration, Inc.

2. The purposes for which the corporation is formed are as follows:

See Page 2A attached hereto.

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NOTE: If provisions for which the space provided under Articles 2, 4, 5 and 6 is not sufficient additions should be set out on continuation sheets to be numbered 2A, 2B, etc. Indicate under each Article where the provision is set out. Continuation sheets shall be on 8 1/2" x 11" paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

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3. The total number of shares and the par value, if any, of each class of stock which the corporation is authorized is as follows:

CLASS OF STOCK	WITHOUT PAR VALUE	WITH PAR VALUE		
	NUMBER OF SHARES	NUMBER OF SHARES	PAR VALUE	AMOUNT
Preferred				\$
Common	10,000			

*4. If more than one class is authorized, a description of each of the different classes of stock with, if any, the preferences, voting powers, qualifications, special or relative rights or privileges as to each class thereof and any series now established:

NONE

*5. The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are as follows:

See Page 2B attached hereto.

*6. Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

NONE

*If there are no provisions state "None".

PAGE 2A

2. The purposes for which the corporation is formed are as follows:

To carry on the business of builders and contractors and to that end, to enter into all contracts for the construction, alteration, repairing, improving, restoration and furnishing of all kinds of buildings and structures; to perform all engineering and architectural services necessary thereto; to sell, buy, lease and mortgage all types of real estate and buildings; to do or cause to have done any and all acts or things as may be necessary to the accomplishment of the foregoing.

To buy, sell, lease, mortgage, license, hold or otherwise acquire real estate, or any interest therein, without limit as to amount or value in any jurisdiction, necessary, desirable or convenient to effectuate any or all of the purposes, powers or business of the Corporation.

To do any and all things necessary, suitable, desirable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or in the furtherance of any of the powers hereinbefore set forth, either alone or in conjunction with other corporations, firms or individuals, and to do every other act or acts, thing or things incident or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof, and to engage in any other business or enterprise, all as is permissible by law.

The Corporation shall have all of the general powers set forth in Chapter 156B, Section 8 and 9A, of the General Laws of Massachusetts, which general powers are incorporated herein by reference.

PAGE 2B

5. The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are as follows:

Any stockholder, including the heirs, assigns, executors or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him or them, shall first offer it to the Corporation through the Board of Directors, in the manner following:

He shall notify the Directors of his desire to sell or transfer by notice in writing, which notice shall contain the price at which he is willing to sell or transfer and the name of one arbitrator. The Directors shall within thirty (30) days thereafter either accept the offer, or by notice to him in writing name a second arbitrator, and these two shall name a third. It shall then be the duty of the arbitrators to ascertain the value of the stock and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator.

After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the Directors shall have thirty (30) days within which to purchase the same at such valuation, but if at the expiration of thirty (30) days, the Corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the same in any manner he may see fit.

No shares of stock shall be sold or transferred on the books of the Corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirement.

7. By-laws of the corporation have been duly adopted and the initial directors, president, treasurer, and clerk, whose names are set out below, have been duly elected.
8. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if later date is desired, specify date, (not more than 30 days after date of filing.)
9. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.

a. The post office address of the initial principal office of the corporation in Massachusetts is:

47 Canton Street, Randolph, MA 02368

b. The name, residence and post office address of each of the initial directors and following officers of the corporation are as follows:

	NAME	RESIDENCE	POST OFFICE ADDRESS
President:	Daniel W. O'Brien	47 Canton Street Randolph, MA	Same
Treasurer:	Robert E. Johnson	62 Tent Road Brockton, MA	Same
Clerk:	Charles G. Sweetman	26 Elliot Street Braintree, MA	Same
Directors:	Daniel W. O'Brien	47 Canton Street Randolph, MA	Same
	Charles G. Sweetman	26 Elliot Street Braintree, MA	Same
	Robert E. Johnson	62 Tent Road Brockton, MA	Same

c. The date initially adopted on which the corporation's fiscal year ends is:

May 31

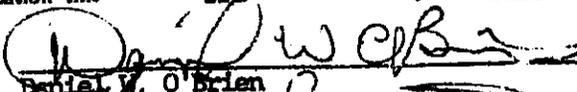
d. The date initially fixed in the by-laws for the annual meeting of stockholders of the corporation is:

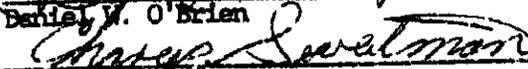
Second Tuesday in June

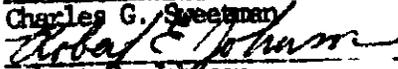
e. The name and business address of the resident agent, if any, of the corporation is:

None

IN WITNESS WHEREOF and under the penalties of perjury the above-named INCORPORATOR(S) sign(s) these Articles of Organization this 3rd day of June 19 85


Daniel W. O'Brien


Charles G. Sweetman


Robert E. Johnson

The signature of each incorporator which is not a natural person must be by an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of Organization.

223982

RECORDS OF THE
THE COMMONWEALTH OF MASSACHUSETTS
JUN 25 P 1:50
CORPORATION DIVISION ARTICLES OF ORGANIZATION
GENERAL LAWS, CHAPTER 156B, SECTION 12

I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$150.00 having been paid, said articles are deemed to have been filed with me this

June 19 75 26th day of

Effective date

Michael Joseph Connolly
MICHAEL JOSEPH CONNOLLY
Secretary of the Commonwealth

A TRUE COPY ATTEST
William Francis Calvin
WILLIAM FRANCIS CALVIN
SECRETARY OF THE COMMONWEALTH
DATE *2/27/01* BY *KC*

TO BE FILLED IN BY CORPORATION
PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT

TO:

Donald J. Orkin, Esq.

240 Commercial Street

Boston, MA 02109

FILING FEE: 1/20 of 1% of the total amount of the authorized capital stock with par value, and one cent a share for all authorized shares without par value, but not less than \$75. General Laws, Chapter 156B. Shares of stock with a par value of less than one dollar shall be deemed to have par value of one dollar per share.

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