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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

BUSINESS CORPORATION

CERTIFICATE OF CORRECTION

FILED

JAN 17 2007

By AMF  
11-13158

Pursuant to the provisions of Section 7-1.2-105 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation hereby submits the following Certificate of Correction:

1. The name of the corporation is:  
Sumco, Inc.
2. The document to be corrected is Certificate of Amendment of Certificate of Incorporation
3. The document being corrected was originally filed on December 22, 2005
4. Specify the inaccurate record of the corporate action or the defective or erroneous execution, seal or acknowledgement:  
Authorized shares have been erroneously reported in Article 4.
5. The corrected portion of the document states as follows:  
"Fourth: The total number of shares of stock which the Corporation is authorized to issue shall be 50,000 Common, No Par Value"
6. The document attached to this certificate is the corrected document.
7. This Certificate of Correction 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 \_\_\_\_\_

Under penalty of perjury, I declare and affirm that I have examined this Certificate of Correction, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 1/10/07

Signature of Authorized Officer of the Corporation

Richard J. Sherman

Type or Print Name of Authorized Officer

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:37 AM 12/22/2005  
FILED 11:37 AM 12/22/2005  
STV-051052495 - 4073305 FILE

**CERTIFICATE OF AMENDMENT OF CERTIFICATE  
OF INCORPORATION BEFORE PAYMENT OF  
ANY PART OF THE CAPITAL**

**OF**

**SUMCO, INC.**

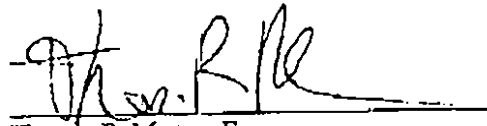
It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is Sumco, Inc.
2. The corporation has not received any payment for any of its stock.
3. The certificate of incorporation of the corporation is hereby amended by striking out Article 4 thereof and by substituting in lieu of said Article 4 the following new Article 4:

"FOURTH: The total number of shares of stock which the Corporation is authorized to issue shall be 50,000 Common, No Par Value"

4. The amendment of the certificate of incorporation of the corporation herein certified was duly adopted, pursuant to the provisions of Section 241 of the General Corporation Law of the State of Delaware, by the sole incorporator, no directors having been named in the certificate of incorporation and no directors having been elected.

December 22, 2005

  
Thomas R. Murton, Esq.  
Sole incorporator

File:///C:/Users/lourie/Desktop/sumco/sumco amendment to certificate of incorporation.doc

## CERTIFICATE OF INCORPORATION

**FIRST:** The name of this corporation shall be Sumco, Inc. (the "Corporation").

**SECOND:** The registered office of the Corporation in the State of Delaware shall be located at 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, and its registered agent at such address shall be Corporation Service Company.

**THIRD:** The purpose of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**FOURTH:** The total number of shares of stock which the Corporation is authorized to issue shall be 5,000 Common, No Par Value.

**FIFTH:** The name and address of the incorporator is Thomas R. Marton, Esq., c/o Laurie & Curder, P.C., 60 State Street, Boston, MA 02109.

**SIXTH:** The Board of Directors shall have the power to adopt, amend or repeal the by-laws.

**SEVENTH:** No Director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such Director as a Director. Notwithstanding the foregoing sentence, a Director shall be liable to the extent provided by applicable law, (i) for 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, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the Director derived an improper personal benefit. No amendment to or repeal of this Article Seventh shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

**IN WITNESS WHEREOF,** the undersigned, being the incorporator herein before named, has executed signed and acknowledged this certificate of incorporation this 14th day of December, 2005.



Thomas R. Marton, Esq.  
Incorporator

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State of Delaware  
Secretary of State  
Division of Corporations  
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