

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

Corp. I.D. #

68005

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 RHODE ISLAND BATTERY EXCHANGE, 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:

Automotive Electronics

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

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

All Shares are to be 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:

The provisions of Section 7-1.1-24 of the General Laws of Rhode Island, 1956, as amended, are incorporated by reference hereto and made a part hereof.

The Corporation shall have the right to pre-emption upon the stock of its shareholders to be enforced in accordance with the By-Laws to be adopted by the Corporation.

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

See Exhibit "A"

SEVENTH. The address of the initial registered office of the corporation is
70 Jefferson Boulevard, Warwick, RI 02888 (add Zip Code)
and the name of its initial registered agent at such address is:
Robert E. Flaherty, Esquire

Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is none 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.)

	<i>Name</i>	<i>Address</i>
To be elected		

NINTH. The name and address of each incorporator is:

	<i>Name</i>	<i>Address</i>
	Robert E. Flaherty	70 Jefferson Blvd. Warwick, RI 02888

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

Upon the issuance of the Certificate of Incorporation.

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

in said county this 27 day of April, A.D. 19 92
then personally appeared before me Robert E. Flaherty

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.

Helen M. Marsocci
Notary Public
Notary Public

Record & Filed APR 30 1992
AMT
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EXHIBIT A

1. There shall be no Board of Directors of this Corporation, and any and all of the powers normally vested in the Board of Directors shall be vested in the Stockholders of said Corporation.

2. Except for those actions excluded by the provisions of the Rhode Island Business Corporation Act, any action required or permitted to be taken at a meeting of Stockholders may be taken without a meeting upon the written consent of not less than all Stockholders entitled to vote thereon to cast at least the minimum number of votes which all Stockholders entitled to vote thereon were present. In the event of such written action, prompt notice of such action shall be given to all Stockholders who would have been entitled to vote upon the action if such meeting were held.

3. The Stock of the Corporation is subject to transfer restrictions as will be in the By-Laws of said Corporation.

THE BATTERY EXCHANGE INC.
133 SILVER SPRING STREET
PROVIDENCE, R.I. 02904

April 30, 1992

Secretary of State
Corporations Division
100 North Main Street
Providence, RI 02903

Dear Sir or Madam:

I am the President and sole stockholder of The Battery Exchange Inc. and herewith advise you that I consent to your authorization of the name "Rhode Island Battery Exchange, Inc." by a new corporation.

Very truly yours,



Michael J. Sova