

1988

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

(General Laws, Chapter 156B, Section 72)

I hereby approve the within Articles of Amendment and, the filing fee in the amount of \$ 100 having been paid, said articles are deemed to have been filed with me this 21st day of March 2001

Effective date: _____

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 4/12/01 CLERK H. H.

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Mark J. Guay, P.C.

24 Center Street

Newburyport, MA 01950

Telephone 978-465-5333

Apr 23 1 29 PM '01

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.

FILED

APR 23 2001

By CC #113
2002615

SECRETARY OF STATE
CORPORATION DIVISION
JI-MAR-21 PH-1-4


Examiner

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION (General Laws, Chapter 156B)


Name
Approved

ARTICLE I

The exact name of the corporation is

e-source, Inc.

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

See Continuation Sheet 2A

C
P ✓
M
R.A

01/01/00


P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

ARTICLE III

State the total number of shares and par value, if any, of each class of stock which the corporation is authorized to issue.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:	200,000	Common:	None	None
Preferred:	None	Preferred:	None	None

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

N/A

ARTICLE V

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

The shares of stock represented by this certificate have not been registered under the Securities Act of 1933, as amended, and may not be sold, assigned, pledged, or otherwise transferred in the absence of an effective registration statement under said Act covering the transfer or an opinion of counsel satisfactory to the issuer that the registration under said Act is required.

ARTICLE VI

**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.

See Continuation Sheet 6A

**If there are no provisions state "None"

Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

e:source, Inc.

Articles of Organization
[Continuation Sheet 2A]

(a) To own, conduct, operate, maintain and carry on the business regarding the purchase, sale, wholesaling, leasing, licensing, production, financing and distribution of hardware and software computer products and any and all business related to, arising out of, or in connection with the above;

(b) To provide administrative assistance and advice regarding the purchase, sale, wholesaling, leasing, licensing, production, financing and distribution of hardware and software computer products and any and all business related to, arising out of, or in connection with this business;

(c) To develop and foster the development of and carry on research and development programs with respect to the materials and services regarding the purchase, sale, wholesaling, leasing, licensing, production, financing and distribution of hardware and software computer products and any and all business related to, arising out of, or in connection with the above;

(d) To publish or cause to be published or to assist in the publication of hardware and software computer products books, pamphlets, magazines, articles, papers and other publications in the furtherance of or related to or connection with any of the purposes of the corporation;

(e) To apply for, register, introduce, develop, acquire, hold, use, exercise, operate, lease, deal in, dispose of, take or grant licenses or other rights with respect to, and in any and all ways to exploit inventions, improvements, processes, privileges, copyrights, patents, trademarks, formulae, trade names and distinctive marks and similar rights of any and all kinds in relation to any of the purposes herein stated, and whether granted, registered or established by or under the laws of the United States of America or of any state, foreign country or place;

(f) To provide warehousing and administrative, executive advice in the business of the purchase, sale, wholesaling, leasing, licensing, production, financing and distribution of hardware and software computer products and all matters related thereto;

(g) To carry on any other business, operation or activity which may be lawfully carried on by a corporation organized under the provisions of the Business Corporation Law of the Commonwealth of Massachusetts, whether or not related to those described in the preceding clauses; and

(h) To carry out all or any part of the foregoing purposes and objects as principal, agent, contractor, or otherwise, and either alone or in conjunction with any person, firm, joint venture, association or corporation.

Page 2

The foregoing clauses of this Article 2 shall be construed as in furtherance, and not in limitation, of the general powers conferred upon the corporation by the provisions of the Business Corporation Law of the Commonwealth of Massachusetts or of the laws of the United States, whether expressly or impliedly by reasonable construction of such laws, and whether the same be now or hereafter in effect. It is the intent that the purposes specified in each of the foregoing clauses shall be in no way limited or restricted by reference to or inference from the terms of any other clause, but that the purposes specified in each of the clauses of this Article 2 shall be regarded as independent purposes.

Resource, Inc.

Articles of Organization
Continuation Sheet 6A

(a) The corporation may carry on any business, operation or activity referred to in Article 2 to the same extent as might an individual, whether as principal, agent, contractor or otherwise, and either alone or in conjunction or a joint venture or other arrangement with any corporation, association, trust, firm or individual.

(b) The corporation may carry on any business, operation or activity through a wholly or partly owned subsidiary.

(c) The corporation may be a partner in any business enterprise which the corporation has power to conduct by itself.

(d) Meetings of stockholders may be held anywhere in the United States as shall be determined from time to time by the directors or as shall be stated in the call of the meeting.

(e) The By-laws may provide that the directors may make, amend, or repeal the By-laws, in whole or in part, except with respect to any provision thereof which by law, by the Articles of Organization or by the By-laws requires action by the stockholders.

(f) The By-laws may provide for the indemnification, to the extent legally permissible, of directors, officers, employees or other agents of the corporation, and persons who serve at the corporation's request as directors, officers, employees or other agents of another corporation as a stockholder, in which the corporation otherwise holds an ownership interest or of which the corporation is a creditor.

(g) The requisite vote to effect a sale, lease or exchange of all or substantially all of the properties and assets of the Corporation, including goodwill and/or an amendment of the Articles of Organization shall be a majority of each class of stock outstanding and entitled to vote thereon, at a meeting duly called for the purpose; provided, only, that any provision added to or changes made in the Articles of Organization by such amendment could have been included in, and any provision deleted thereby could have been omitted from, original Articles of Organization filed at the time of such meeting.

(h) The requisite vote for the approval by the corporation of any agreement of consolidation or merger with any other corporation or corporations shall be a majority of each class of stock of the corporation outstanding and entitled to vote thereon.

(i) The By-laws may provide that the corporation may enter into contracts and otherwise transact business as a vendor, purchaser, partner, joint venturer or otherwise with any director, officer or stockholder of the corporation, and with any corporation, joint stock company, business trust,

partnership or other entity in which any director, officer or stockholder of this corporation is or may be or become a director, officer, stockholder, joint venturer, partner, trustee or beneficiary, or in which s. he may otherwise be or become a party or may have an interest, pecuniary or otherwise; and that no such contract or transaction shall, in the absence of fraud, be affected, invalidated or avoided, and no such director, officer or stockholder shall be held liable to account to the corporation or to any creditor or stockholder of the corporation for any profit or benefit realized by such person through any such contract or transaction, by reason of such adverse interest or by reason of any fiduciary relationship of such director, officer or stockholder to the corporation arising out of such office or stock ownership.

(j) 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 any provision of law imposing such liability, except that, to the extent provided by applicable law, this provision shall not eliminate or limit the liability of a director (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) under Section 61 or 62 of the Massachusetts Business Corporation Law or any amendatory or successor provisions thereto or (iv) for any transaction from which the director derived an improper personal benefit.

(k) Except as otherwise provided by law, no stockholder shall have any right to examine any property or any books, accounts or other writings of the corporation if there is reasonable ground for belief that such examination will for any reason be adverse to the interests of the corporation, and a vote of the directors refusing permission to make such examination and setting forth that in the opinion of the directors such examination would be adverse to the interests of the corporation. Every such examination shall be subject to such reasonable regulations as the directors may establish in regard thereto.

(l) The directors may specify the manner in which the accounts of the corporation shall be kept and may determine what constitutes net earnings, profits and surplus, what amounts, if any, shall be reserved for any corporate purpose, and what amounts, if any, shall be declared as dividends.

(m) The corporation shall have all the powers granted to corporations by the laws of the Commonwealth of Massachusetts, provided that no such power shall include any activity inconsistent with the Business Corporation Law or the general laws of said Commonwealth.

ARTICLE VII

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

ARTICLE VIII

The information contained in Article VIII is not a permanent part of the Articles of Organization.

a. The street address (*post office boxes are not acceptable*) of the principal office of the corporation in *Massachusetts* is:
58 Prospect Street, Newburyport, MA 01950

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Gene Fontaine	58 Prospect Street Newburyport, MA 01950	58 Prospect Street Newburyport, MA 01950
Treasurer:	Michael Fontaine	145 Sauga Avenue N. Kingstown, RI 02852	145 Sauga Avenue N. Kingstown, RI 02852
Clerk:	Gene Fontaine	58 Prospect Street Newburyport, MA 01950	58 Prospect Street Newburyport, MA 01950
Directors:	Gene Fontaine	58 Prospect Street Newburyport, MA 01950	58 Prospect Street Newburyport, MA 01950
	Michael Fontaine	145 Sauga Avenue N. Kingstown, RI 02852	145 Sauga Avenue N. Kingstown, RI 02852

c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of: December 31st

d. The name and business address of the resident agent, if any, of the corporation is: N/A

ARTICLE IX

By-laws of the corporation have been duly adopted and the president, treasurer, clerk and directors whose names are set forth above, have been duly elected.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 156B and do hereby sign these Articles of Organization as incorporator(s) this 4 day of January, 19 99

Gene Fontaine

58 Prospect Street

Newburyport, MA 01950

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which his action is taken.

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

(General Laws, Chapter 156B)

I hereby certify that, upon examination of these 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 \$ 200.00 having been paid, said articles are deemed to have been filed with me this 7th day of January 19 99.

Effective date _____

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 8/21/00 *A.A.*

William Francis Galvin
WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

FILING FEE: One tenth percent of the total authorized capital stock, but not less than \$200.00. For the purpose of filing, shares of stock with a par value less than \$1.00, or no par stock, shall be deemed to have a par value of \$1.00 per share

99 JAN -7 PM 12:18

SECRETARY OF THE COMMONWEALTH

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

MARK J. GUAY, P.C.

24 CENTER STREET

NEWBURYPORT, MA 01950
Telephone (978) 465-5333

Fee Calculations for Certificate of Authority FOREIGN BUSINESS

CORP ID# _____

NAME OF CORPORATION E-Source

CONTACT _____ Phone _____

ADDRESS _____

ADDRESS _____

CITY _____ STATE _____ ZIP _____

Total number of authorized shares currently of record: 200,000

<p>Current Asset Assessment <u>0.589552239</u></p> <p>LICENSE FEE <u>\$585.82</u></p> <p>FILING FEE <u>\$150.00</u></p> <p>TOTAL FEE <u>\$735.82</u></p>	<p style="text-align: center;">Foreign Corporations Only</p> <p>11(a) <u>\$40,000.00</u> <i>estimate of all property wherever locat</i></p> <p>11(b) <u>\$40,000.00</u> <i>Estimate of all property within R.I.</i></p> <p>12(a) <u>\$1,300,000.00</u> <i>Gross amount of business wherever</i></p> <p>12(b) <u>\$750,000.00</u> <i>Gross amount of business in R.I.</i></p>
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All totals are "estimates". "Property" is defined as an item (owned by the corporation) that can be appraised for value or an estimate of all tangible assets.

Comments _____