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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

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:

1. The name of the corporation is Custom Metal Fabricating, Inc.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

2. The period of its duration is (if perpetual, so state) Perpetual

3. The specific purpose or purposes for which the corporation is organized are:

Design, fabrication, installation and welding and any other lawful purposes.

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

(a) If only one class: Total number of shares 8,000 (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.):

No Par

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 Chapter 7-1.1 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.):

5. Provisions (if any) dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

See attached pre-emptive right.

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

None

7. The address of the initial registered office of the corporation is 420 Angell Street

(Street)

Providence, RI 02906 and the name of its initial registered agent at such address is
(City/Town) (Zip Code)

David J. McOsker, Esquire

8. 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 Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

Title	Name	Address
President	<u>Philip M. English</u>	<u>248 Toronto Avenue, Providence, RI 02905</u>
Vice President	<u>John Blaydes</u>	<u>248 Toronto Avenue, Providence, RI 02905</u>
Secretary	<u>Philip M. English</u>	<u>248 Toronto Avenue, Providence, RI 02905</u>
Treasurer	<u>Philip M. English</u>	<u>248 Toronto Avenue, Providence, RI 02905</u>

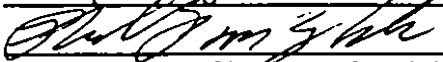
9. The name and address of each incorporator is:

Name	Address
<u>Philip English</u>	<u>248 Toronto Ave, Prov RI 02905</u>

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

Dated August 8, ~~19~~ 2000

Philip M. English

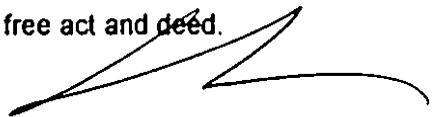


Signature of each Incorporator

STATE OF Rhode Island
COUNTY OF Providence

In Providence, on this 8th day of August, ~~19~~ 2000, personally appeared
before me Philip M. English

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.


Notary Public David J. McOsker, Esquire
My Commission Expires: June 27, 2001

FIFTH

No stockholder of this company shall make sale of any stock of the company held by him without first giving written notice to the company of his intention to sell the same and giving the company the right to purchase said stock at the lowest price at which he is willing to sell, before the same shall be sold by him to any other party. The company shall exercise the right to purchase the stock so offered to it within thirty (30) days from the date of the receipt of said offer, and if not accepted within said date, the stockholder shall be at liberty to make sale of said stock so offered to the company in open market for a price not less than the one at which said stock was offered to the company.

Custom Fabrication Inc.
1532 West Shore Road
Warwick, RI 02889

June 15, 2000

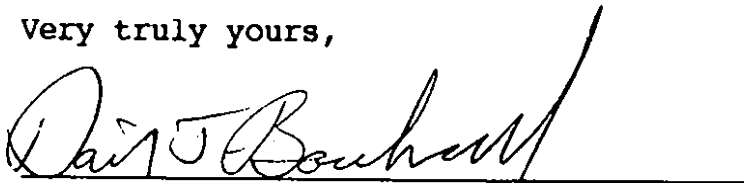
State of Rhode Island
Secretary of State, Corporations
Notary Division
100 North Main Street
Providence, RI 02903

RE: Custom Metal Fabricating, Inc.

Dear Sir/Madam:

Please be advised that the undersigned, David J. Baughman the duly authorized President of Custom Fabrication Inc., hereby consents to the use of the name Custom Metal Fabricating, Inc. as a Rhode Island Corporation by Willard English and Philip English and/or their representatives.

Very truly yours,

A handwritten signature in cursive script, reading "David J. Baughman", is written over a horizontal line.

President of Custom Fabrication Inc.