

Corp. I.D. #

97010

**State of Rhode Island and Providence Plantations**  
**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

S/R PRODUCTS & SERVICES, 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:

To engage in the wholesale supply of materials, retail sales, service and repair, and any other lawful or legal business.

FILED  
OCT 1 1997  
BY [Signature] 19/809

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.
- (b) To sue and be sued, complain and defend, in its corporate name.
- (c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money and to use its credit to assist its employees.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.
- (k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- (l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state for the administration and regulation of the affairs of the corporation.

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

- (a) *If only one class:* Total number of shares . . . 1000 . . .  
(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.)

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:

SAID CORPORATION SHALL HAVE THE RIGHT IN CASE OF ANY SALE OF STOCK OF ANY STOCKHOLDER TO PURCHASE SAID SHARES AT THE LOWERS PRICE AT WHICH SAID STOCKHOLDER IS WILLING TO SELL BEFORE THE SAME SHALL BE SOLD BY HIM TO ANY OTHER PARTY; PROVIDED, HOWEVER, THAT SAID CORPORATION SHALL EXERCISE ITS RIGHT TO PURCHASE WITHIN THIRTY (30) DAYS AFTER THE STOCKHOLDER SHALL HAVE NOTIFIED IT IN WRITING OF HIS DESIRE TO SELL SAID SHARES AND THE PRICE AT WHICH HE IS WILLING TO SELL. AND IF THE CORPORATION SHALL DECIDE TO PURCHASE SAID SHARES, SUCH STOCKHOLDER SHALL, UPON TENDER OF THE PURCHASE PRICE THEREOF, TRANSFER TO THE CORPORATION THE SHARES TO BE SOLD, AND IF THE CORPORATION SHALL NOT ELECT TO PURCHASE SAID SHARES WITHIN THE SAID THIRTY (30) DAYS, THEN SUCH STOCKHOLDER MAY, AT ANY TIME WITHIN TWENTY (20) DAYS AFTER THE EXPIRATION OF SAID THIRTY (30) DAYS, SELL SAID SHARES TO ANY OTHER PARTY BUT AT NOT LESS THAN THE PRICE AT WHICH THE SAME WERE OFFERED TO THIS CORPORATION.

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

THE CORPORATION SHALL INDEMNIFY AND HOLD HARMLESS SUCH PERSON WHO SHALL SERVE AT ANY TIME HEREAFTER AS A DIRECTOR OR OFFICER OF THE CORPORATION FROM AND AGAINST ANY AND ALL CLAIMS AND LIABILITIES TO WHICH SUCH PERSON SHALL BECOME SUBJECT BY REASON OF HIS HAVING HERETOFORE OR HEREAFTER BEEN A DIRECTOR OR OFFICER OF THE CORPORATION, OR BY REASON OF ANY ACTION ALLEGED TO HAVE BEEN HERETOFORE OR HEREAFTER TAKEN OR ADMITTED BY HIM AS SUCH DIRECTOR OR OFFICER AND SHALL REIMBURSE EACH SUCH PERSON FOR ALL LEGAL AND OTHER EXPENSES REASONABLY INCURRED BY HIM IN CONNECTION WITH ANY SUCH CLAIM OR LIABILITY; PROVIDED, HOWEVER, THAT NO SUCH PERSON SHALL BE INDEMNIFIED AGAINST OR BE REIMBURSED FOR ANY EXPENSE INCURRED IN CONNECTION WITH ANY CLAIM OR LIABILITY ARISING OUT OF HIS OWN NEGLIGENCE OR WILLFUL MISCONDUCT.

SEVENTH. The address of the initial registered office of the corporation is 55 Apple Tree Court, North Kingstown, RI 02852 (add Zip Code) and the name of its initial registered agent at such address is: Neil Houston

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 2 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.)

Name	Address
Neil Houston	55 Apple tree Court, N, Kingstown, RI 02852
Diana Houston	55 Apple Tree Court, N. Kingstown, RI 02852

NINTH. The name and address of each incorporator is:

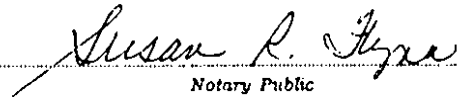
Name	Address
Gary N. Coutu	960 Tiogue Avenue, Coventry, RI 02816

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

immediately upon filing

STATE OF RHODE ISLAND } In the ~~CITY~~ } of COVENTRY  
COUNTY OF KENT } Town }  
in said county this 1 day of October, A.D. 1997  
then personally appeared before me Gary N. Coudu

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