



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

RECEIVED
SEP 11 1997

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 Harbor Housewrights Ltd. *HD*

(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:
To install floor coverings and to transact any other business
for which corporations may be organized under the Rhode Island
Business Corporation Act.

4. 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)

par value \$1.00

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:

Please see attached "Article Fifth"; p. 25

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By [Signature] 19/1/96

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 18 Commons, Little Compton, RI 02837

(Street)

~~Little Compton~~, RI 02837 and the name of its initial registered agent at such address is

(City/Town)

(Zip Code)

Ranhouse Corporation

8. The number of directors constituting the initial board of directors of the corporation is two(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 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
<u>Pres</u>	<u>Karen M. Cote</u>	<u>1881 Crandall Rd., Tiverton, RI02878</u>
<u>Treas</u>	<u>" "</u>	<u>" " "</u>
<u>Vice Pres.</u>	<u>Richard A. Cote</u>	<u>1881 Crandall Rd., Tiverton, RI 02878</u>
<u>Secy</u>	<u>" "</u>	<u>" " "</u>

9. The name and address of each incorporator is:

Name	Address
<u>Peter R. Ransom</u>	<u>18 Commons, Little Compton, RI 02837</u>

10. Date when corporate existence to begin: October 1, 1997
(not more than 30 days after filing of these articles of incorporation)

Dated Aug 15, 1997

Peter Ransom

Signature of each Incorporator

STATE OF Rhode ISLAND
COUNTY OF NEWPORT

In LITTLE COMPTON RI on this 15th day of AUGUST, 1997, personally appeared before me PETER R. RANSOM

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.

Dawn M. Bryant

Notary Public

My Commission Expires: 10/08/00

ARTICLE FIFTH

1. The shareholders shall not dispose of all or any part of their stock of the corporation, now owned or hereafter acquired by them, without first giving to the other shareholders and the corporation at least thirty (30) days written notice by certified mail of his or its intention to sell or dispose of stock. The notice shall contain the price at which the shareholder is willing to dispose of the stock, the name and address of the person to whom the shareholder intends to transfer the stock if the offer is not accepted by the corporation. Within the thirty (30) day period, a special meeting of the shareholders shall be called by the corporation. At such meeting all the stock of the shareholder desiring to make any such disposition shall be offered for sale and shall be subject to an option to purchase on the part of the corporation which option shall be exercised, if at all, at the time of such meeting. The shareholder offering the stock shall not be entitled to vote at any meeting called for the purpose of considering such offer. The purchase price by the corporation shall be at the lowest price at which the offering shareholder is willing to dispose of his or its stock, and such purchase price shall be payable in cash or by certified or bank check within sixty (60) days of the exercise of the option.

2. If all the stock of the offering shareholder is not purchased by the corporation in accordance with the provisions of Section 1 of this Article Fifth, then the stock not so purchased shall be offered for sale and shall be subject to an option to purchase on the part of the other shareholders, such option shall be exercised, if at all, at the time of the meeting of shareholders called pursuant to the provisions of Section 1. The purchase price and the payment of the purchase price shall be as provided in Section 1.

3. If all the stock of the offering shareholder is not purchased by the corporation or the other shareholders or by both in accordance with the provisions in Sections 1 and 2 of this Article Fifth, then all restrictions imposed on the transfer of such stock by this agreement shall forthwith terminate, provided, however, that if the offering shareholder does not dispose of his or its stock in accordance with the notice given to the corporation and shareholders within six (6) months after the shareholders' meeting held to consider the shareholder's offer, the offering shareholder must again comply with the provisions of this Article Fifth.