

Filing and License Fee: \$230.00 minimum

ID Number:

144616



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Matthew A. Brown

Corporations Division

100 North Main Street

Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

(To Be Filed In Duplicate Original)

FILED

DEC 23 2004

By AMF
53250

04 DEC 28 PM 3:39

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 Huestis Reorganization Corporation

~~---(This is a close corporation pursuant to § 7-1.1-61 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 engage in the business of developing, manufacturing and marketing of custom and
proprietary machinery and equipment, wire and cable machinery and equipment and medical
equipment and to transact any other lawful act or activity 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 200,000 (If the authorized shares are to consist of one class only the par value of such shares or a statement that all of such shares are to be without par value.):

\$0.01 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 Chapter 7-1.1 of the General Laws, 1956, as amended, 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 Exhibit A attached hereto and made a part hereof

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

See Exhibit B attached hereto and made a part hereof

7. The address of the initial registered office of the corporation is Edwards & Angell, LLP, 2800 Financial Plaza

(Street Address, not P.O. Box)

Providence, RI 02903 and the name of its initial registered agent

(City/Town)

(Zip Code)

at such address is Richard M.C. Glenn III, Esq.

(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is -4- 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.)

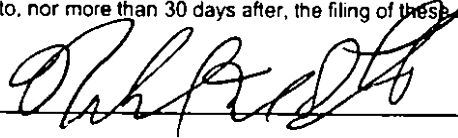
<u>Title</u>	<u>Name</u>	<u>Address</u>
Director	J. Michael Doherty	68 Buttonwood Street, Bristol, RI 02809
Director	Peter C. Martin	68 Buttonwood Street, Bristol, RI 02809
Director	Taras J. Chwalk	68 Buttonwood Street, Bristol, RI 02809
Director	Robert M. Wadsworth	One Financial Center, 44th Fl., Boston, MA 02111

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Richard M.C. Glenn III, Esq.	c/o Edwards & Angell, LLP, 2800 Financial Plaza Providence, RI 02903

10. Date when corporate existence is to begin December 31, 2004
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: December 22, 2004

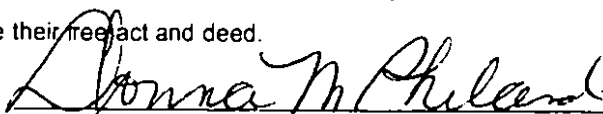


Signature of each Incorporator

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on this 22nd day of December, 2004, personally
appeared before me Richard M. C. Glenn III, Esq.

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
My Commission Expires: 7-17-2005

EXHIBIT A
to
Rhode Island Articles of Incorporation
of
Huestis Reorganization Corporation

Article 5:

Shareholders shall have no preemptive rights.

The Corporation shall not, without the affirmative consent of the holders of shares representing at least seventy-five percent (75%) in voting power of the Common Stock then outstanding, given by written consent or by vote at a meeting called for such purpose for which notice shall have been given to the holders of the Common Stock:

(i) in any manner authorize, create, or issue any shares of Preferred Stock or any additional shares of Common Stock or authorize or permit the issuance of any warrant, option, agreement, convertible security or other related commitment for the issuance of any of its Common Stock;

(ii) in any manner authorize, create or issue any other class or series of capital stock (other than the Common Stock) ranking either as to payment of dividends, distribution of assets, or redemptions prior to or on a parity with the Common Stock, or that in any manner adversely affects the holders of Common Stock, or authorize, create, or issue any shares of any class or series or any bonds, debentures, notes, or other obligations convertible into or exchangeable for, or having optional rights to purchase, or any warrants, options or related commitments for the issuance of any shares having any such preference or priority or so adversely affecting the holders of the Common Stock;

(iii) in any manner alter or change the designations or the powers, preferences, or rights, or the qualifications, limitations, or restrictions of the Common Stock;

(iv) reclassify the shares of the Common Stock or any other shares of any class or series of capital stock hereafter created;

(v) sell, lease, exchange or otherwise dispose of all or substantially all of the properties or assets of the Corporation;

(vi) merge or consolidate with or into any other corporation, corporations or other entity or entities;

(vii) voluntarily dissolve, liquidate or wind up or carry out any partial liquidation or distribution or transaction in the nature of a partial liquidation or distribution;

(viii) purchase, redeem or otherwise acquire any shares of its Capital Stock or prepay any of the Notes other than pursuant to the Repurchase Option or the Manager Put Option (the terms "Notes", "Repurchase Option" and "Manager Put Option" are defined in the Manager Stock Agreements between the Corporation and each of Peter C. Martin and J. Michael Doherty); or

(ix) take any action to cause any amendment, alteration or repeal of any of the provisions of these Articles of Incorporation.

EXHIBIT B
to
Rhode Island Articles of Incorporation
of
Huestis Reorganization Corporation

Article 6: The Corporation shall indemnify its officers, directors, employees and agents to the fullest extent permitted by law. No director of the Corporation shall be liable to the Corporation or to its stockholders for monetary damages for breach of the director's duty as a director; provided, however, that this Article 6 shall not eliminate or limit the liability of a director: (i) for any 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) the liability imposed pursuant to the provisions of R.I.G.L. Sec 7-1.1-43 (as in effect or as hereafter amended); or (iv) for any transaction from which the director derived an improper personal benefit unless said transaction is permitted by R.I.G.L. Section 7-1.1-37.1 (as in effect or as hereafter amended). If the Rhode Island General laws are amended after the adoption of this Article 6 to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of each director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Rhode Island General Laws, as so amended. Neither the amendment nor repeal of this Article 6 nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article 6 shall eliminate or reduce the effect of this Article 6 in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article 6, would occur or arise, prior to such amendment, repeal or adoption of an inconsistent provision.