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State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we James E. Flannery and Elizabeth M. Flannery, both of Central Falls, Rhode Island, and William Gerstenblatt of Providence, Rhode Island all of lawful age, hereby agree to and with each other:

FIRST. To associate ourselves together with the intention of forming a corporation under and by virtue of the powers conferred by Article II of Chapter 116 of the General Laws of Rhode Island.

SECOND. Said corporation shall be known by the name of

ALFRED C. ETHIER, INC.

THIRD. Said corporation is formed (as permitted by § 4 of said Chapter 116) for the purpose of carrying on and conducting a general trucking and hauling business and transporting merchandise, oil and freight of every description, both intra and interstate, by means of motor trucks, airplanes and vehicles of every kind, however propelled, and any other business connected therewith or incidental thereto.

In addition to the foregoing, said corporation shall have the following powers and authority, viz: (See § 5, Chapter 116 of the General Laws.)

To do any lawful act which is necessary or proper to accomplish the purposes of its incorporation. Without limiting or enlarging the effect of this general grant of authority, it is hereby specifically provided that every corporation shall have power:

(a) to have perpetual succession in its corporate name, unless a period for its duration is limited in its articles of association or charter;

(b) to sue and be sued in its corporate name;

(c) to have and use a common seal, and alter the same at pleasure;

(d) to elect such officers and appoint such agents as its business requires, and to fix their compensation and define their duties;

(e) to make by-laws not inconsistent with the constitution or laws of the United States or of this state, or the corporation's charter, or articles of association, determining the time and place of holding and the manner of calling and of conducting meetings of its stockholders and directors, the manner of electing its officers and directors, the mode of voting by proxy, the number, qualifications, powers, duties and term of office of its officers and directors, the number of directors and of shares of stock necessary to constitute a quorum, which number may be less than a majority, and the method of making demand for payment of subscriptions to its capital stock, and providing for an executive committee to be elected from and by the board of directors and defining its powers and duties, and containing any other provisions, whether of the same or of a different nature, for the management of the corporation's property and the regulation and government of its affairs;

(f) to make contracts, incur liabilities and borrow money;

(g) to acquire, hold, sell and transfer shares of its own capital stock: Provided, that no corporation shall use its funds or property for the purchase of its own shares of capital stock [illegible] impairment of the capital of the corporation;

(h) to acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of any bonds, securities or evidences of indebtedness created by, or the shares of the capital stock of, any other corporation or corporations of this state or of any other state, country, nation or government, and while owner [illegible] all the rights, powers and privileges of ownership, including the right to vote thereon;

(i) to guarantee, [illegible] to do by its charter or articles of association, any bonds, securities or evidences of indebtedness created by or [illegible] in liquidation of the capital stock of, any other corporation or corporations created by this state, or by any other state, country, nation or government;

(j) to acquire, hold, use, manage, convey, lease, mortgage, pledge or otherwise dispose of within or without the state any other property, real or personal, which its purposes shall require;

(k) to conduct business and have offices in this state and elsewhere: Provided, however, that nothing in paragraphs (a) to (k) inclusive contained shall authorize said corporation to carry on the business of a bank, savings bank or trust company.

OVER

[illegible] The [illegible]

Common stock [illegible] of [illegible]

[illegible] dividends [illegible]

[illegible]

Preferred [illegible]

[illegible]

the par value of [illegible]

[illegible] without par value

The TOTAL number of shares of [illegible] stock without par value shall be

FOUR HUNDRED [illegible] 4[illegible] shares

as follows, viz: FOUR HUNDRED 4[illegible] shares of

Common stock without par value and

NO shares of

Preferred stock without par value

If capital stock is divided into two or more classes: Description of several classes of stock, including terms on which they are created, and voting rights of each, viz:

SIXTH: If not perpetual. The period of duration of this corporation shall terminate on

(Perpetual not in accordance with law)

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SEVENTH

EIGHTH

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences this 15 th day of February, A. D. 1949

NAME.	RESIDENCE. (No. Street. City or Town)
James E. Flannery,	39 Cleveland St. Central Falls, R.I.
Elizabeth M. Flannery	39 Cleveland St., Central Falls, R.I.
William Gerstenblatt	39 Eaton St. Providence, R.I.

STATE OF RHODE ISLAND,
COUNTY OF Providence

In the City of Providence

in said county this 15 th day of February, A. D. 1949.

then personally appeared before me JAMES E. FLANNERY

ELIZABETH M. FLANNERY

WILLIAM GERSTENBLATT

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.

James E. [illegible]

Notary Public.

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

FEB 5 1945