

Fee: \$150

Corp. I.D. # 98017

**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**  
OFFICE OF THE SECRETARY OF STATE

Corporations Division  
100 North Main Street  
Providence, RI 02903

**BUSINESS CORPORATION**

\_\_\_\_\_  
**ORIGINAL ARTICLES OF INCORPORATION**  
\_\_\_\_\_

The undersigned acting as incorporator of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopts the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is **MOTORS, HOISTS, & CONTROLS, 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:

**Sale and repair of motors, controls, and hoisting equipment and any other lawful purpose for which a corporation may be formed under Rhode Island General Laws, 1956, as amended.**

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

(a) **If only one class: Total number of shares 2,000**  
(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.)

**Common - No par value**

or

**FILED**

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(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 or 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 to shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

The preemptive rights set forth in Section 7-1.1-24 of the Rhode Island General Laws, 1956, as amended are denied to stockholders.

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

No director or stockholder undertaking to exercise the responsibilities of a director shall have personal liability to the corporation or to its stockholders for monetary damages for breach of such director's duty as a director or, in the case of a stockholder, duty as a person undertaking to exercise the responsibilities of a director; provided that this provision shall not eliminate or limit the liability of such director or stockholder: (i) for any breach of the director's or stockholder'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 Rhode Island General Laws Section 7-1.1-43; or (iv) for any transaction from which the director or stockholder derived an improper personal benefit (unless said transaction is permitted by Rhode Island General Laws Section 7-1.1-37.1).

SEVENTH. The address of the initial registered office of the corporation is 101 Dyer Street, Providence, RI 02903 and the name of its initial registered agent at such address is Robert D. Wieck.

  
\_\_\_\_\_  
Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is -0- 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
Robert D. Wieck	101 Dyer Street
President, Treasurer, and	Providence, RI 02903
Secretary	

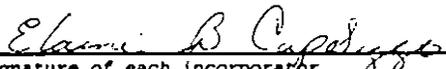
NINTH: The name and address of each incorporator is:

Name	Address
Elaine B. Caporizzo	101 Dyer Street
	Providence, RI 02903

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

Immediately upon filing.

Dated: December 9, 1997

  
 \_\_\_\_\_  
 Signature of each incorporator

STATE OF RHODE ISLAND :  
 : In the City of Providence  
 COUNTY OF PROVIDENCE :

in said county this 9th day of December A.D. 1997 then personally appeared before me Elaine B. Caporizzo, known to me and known by me to be the party executing the foregoing instrument, and she acknowledged said instrument by her subscribed to be her free act and deed.

  
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 Notary Public