

Filing Fee: \$150.00

ID Number: 128018



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)

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 Eagle Industries, Inc.

(This is a close corporation pursuant to § 7-1-51 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 engage in acquiring, operating and managing design and manufacturing
businesses and to engage in all other business as permitted from time to time under 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 8,000 (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 Stock \$1.00 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

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STATE OF RHODE ISLAND
CORPORATIONS DIVISION

NOV 13 2002
By 002116371

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

See Exhibit B

7. The address of the initial registered office of the corporation is 72 Pine Street

(Street Address, not P.O. Box)

Providence

, RI 02903

and the name of its initial registered agent

at such address is Henry R. Kates, Esq.

(City/Town) (Zip Code)

(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is one 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>
<u>Director</u>	<u>Daniel M. Holdridge</u>	<u>67 Tom Harvey Road, Westerly, RI 02891</u>

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Henry R. Kates, Esq.</u>	<u>72 Pine Street, Providence, RI 02903</u>

10. Date when corporate existence is to begin Upon filing.

(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

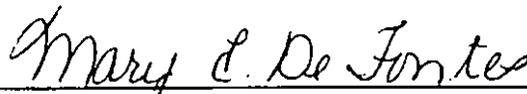
Date: November 13, 2002



Signature of each Incorporator

STATE OF Rhode Island
COUNTY OF Providence

In Providence, on this 13th day of November, 2002, personally appeared before me Henry R. Kates 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: 10/05/05

EXHIBIT A

ARTICLES OF INCORPORATION
of
Eagle Industries, Inc.

The shareholders of the corporation shall not be entitled to a preemptive right to subscribe for, purchase or otherwise acquire in the proportions which their holdings of the shares of the common stock of the corporation bear to the outstanding common stock, or otherwise, any shares of the same class of the corporation, any equity and/or voting shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of equity and/or voting shares of any class of the corporation or for the purchase of any shares, bonds, securities or obligations of the corporation which are convertible into, or exchangeable for, or which carry any rights to subscribe for, purchase or otherwise acquire shares of the same class of the corporation or equity and/or voting shares of any class of the corporation.

EXHIBIT B

ARTICLES OF INCORPORATION
of
Eagle Industries, Inc.

The corporation shall have the general powers set forth in Section 7-1.1-4 of the General Laws of the State of Rhode Island, as amended and in effect on the filing date of the Articles of Incorporation.

The corporation may, from time to time, and in conformity with the provisions of the Rhode Island Business Corporation Act, distribute to its shareholders, directly or by the purchase of its own shares, a portion of its assets, in cash or property out of the unreserved and unrestricted capital surplus of the corporation.

The shares of the corporation are subject to restrictions on transfer more particularly set forth in the By-laws or in other agreements by and among the shareholders and the corporation.