

\$150.00

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION

Corp. I.D. # 82425

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:

FIRST: The name of the corporation is TACO PRODUCTS, 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:

- (1) the transaction of any and all lawful business for which corporations may be incorporated under the Rhode Island Business Corporation Act and to have all of the powers conferred upon corporations organized under the Rhode Island Business Corporation Act.

to manufacture, buy, sell, import, export and distribute any and all types of heating equipment and related accessories and to do anything necessary or incidental to accomplish these purposes

DEC 28 1994

FILED

DEC 28 1994

By [Signature] #9

134321

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

- (a) *If only one class:* Total number of shares 100, all common shares, without par value
(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.)

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 title 7 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.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any 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 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 any class of the corporation; and any and all of such shares, bonds, securities or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

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

1. The Board of Directors of the corporation may, from time to time, and in conformity with the provisions of the 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.
2. Any or all of the directors of the corporation may be removed for cause or without cause by the shareholders entitled to vote in the election of directors. Any one or more of the directors may be removed for cause by action of the Board of Directors.

See Attached Sheet for Continuation of Article SIXTH

SEVENTH. The address of the initial registered office of the corporation is Suite 900, 170 Westminster Street, Providence 02903 (add Zip Code)

and the name of its initial registered agent at such address is:

The Prentice-Hall Corporation System, Inc.

The Prentice-Hall Corporation System, Inc.

By:

Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 8 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

See attached sheet

NINTH. The name and address of each incorporator is:

Name

Address

Michael L. Martell

521 Fifth Avenue

New York, New York 10175

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

The date upon which the Secretary of State of Rhode Island issues a Certificate of Incorporation for the corporation.

Dated December 22, 1994

Signature of each incorporator

STATE OF NEW YORK }
COUNTY OF NEW YORK } In the City of New York
Town

in said county this 22 day of December, A.D. 19 94

then personally appeared before me Michael L. Martell

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.

Michael J. Marcellino

Notary Public

MICHAEL MARCELLINO
Notary Public, State of New York
No. 4819092
Qualified in Nassau County
Commission Expires March 30, 1996
June

ARTICLE SIXTH CONTINUED

3. Except for those actions excluded by the provisions of the Rhode Island Business Corporation Act, any action required or permitted to be taken at a meeting of shareholders may be taken without a meeting upon the written consent of less than all the shareholders entitled to vote thereon if the shareholders who so consent would be entitled to cast at least the minimum number of votes which would be required to take such action at a meeting at which all shareholders entitled to vote thereon were present. In the event of such written action, prompt notice of such action shall be given to all shareholders who would have been entitled to vote upon the action if such meeting were held.

4. The personal liability of the directors of the corporation is eliminated to the fullest extent permitted by the provisions of subsection (a)(6) of Section 7-1.1-48 of the Rhode Island Business Corporation Act, as the same may be amended and supplemented.

5. The corporation shall, to the fullest extent permitted by the Rhode Island Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify, and, in connection therewith, to purchase and maintain insurance, under said Act, from and against any and all of the expenses, liabilities or other matters referred to in or covered by said Act.

TACO PRODUCTS, INC.
BOARD OF DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
Everett Pearson	7 Shore Drive Warren, R.I. 02885
Dr. Don Evans	The Pippins Patchetts Lane Bewdley Worcs DY122DA England
John Hazen White, Sr.	47 S. Meadow Lane Barrington, R.I. 02806
John E. Reed	P.O. Box 398 10 Tekoa Terrace Westfield, MA 01103
Jerome L. Houle	655 Longmeadow Street Longmeadow, MA 01106
John Hazen White, Jr.	18 Tiffany Circle Barrington, R.I. 02806
Mary Tefft White	47 S. Meadow Lane Barrington, R.I. 02806
Dennis Little	28 Rumstick Drive Barrington, R.I. 02806

OFFICERS

NAME

ADDRESS

John Hazen White, Sr.
President

47 S. Meadow Lane
Barrington, R.I. 02806

Mary Tefft White
Vice President and Secretary

47 S. Meadow Lane
Barrington, R.I. 02806

Glenn R. Graham
Treasurer

120 Log Road
Smithfield, R.I. 02917

John Hazen White, Jr.
Executive Vice President

18 Tiffany Circle
Barrington, R.I. 02806

Kyle A. Adamonis
Assistant Secretary

194 Edgehill Road
Sharon, MA 02067

John Ricottilli, Jr.
Senior Vice President

4 Sorrell Road
North Providence, R.I. 02904

Thomas Lawrence
Vice President

6 Fair Oak Court North
Greenville, R.I. 02806