

State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we, RONALD C. GREEN, JR., RICHARD H. PIERCE, and NOEL M. FIELD, JR.

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 Chapters 7-1 to 7-5 (inclusive), 7-9 and 7-10 of the General Laws of Rhode Island.

SECOND. Said corporation shall be known by the name of MERCURY TRADING CORPORATION

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws)

1. Engaging in and carrying on the business as principal, for the purpose of factor, agent, or commission merchant of exporting, importing, buying, selling, receiving, storing, shipping, trading and dealing in any kind or kinds of goods, wares, and merchandise; and to do a general brokerage, commission, import, forwarding and export business.

2. Generally carrying on any other business which may be conveniently carried on in connection with the foregoing, and doing and performing other acts and things convenient or proper for the accomplishment of the foregoing purpose, including without limiting the generality of the foregoing, acquiring goods in a partially completed state and contracting with others to complete the same for the purposes of sale.

In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See § 7-2-10 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 with 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;

said not

(g) to acquire, hold, sell and transfer shares of its own capital stock; provided, that ~~the~~ corporation shall use its funds or property for the purchase of its own shares of capital stock when such use would cause any 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 of said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

(i) to guarantee, ~~if authorized not to do by its charter or articles of association,~~ any bonds, securities or evidences of indebtedness created by or dividends on or a certain amount per share 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 this 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 this section contained shall authorize any corporation to carry on the business of a bank, savings bank or trust company.

(OVER)

FOURTH. Said corporation shall be located in Providence, , Rhode Island.
(City or Town)

~~FIFTH. The TOTAL amount of authorized capital stock of said corporation, with
par value, shall be (\$) dollars as follows, viz:
Common stock in the amount of (\$)
dollars to be divided into () shares of
the par value of (\$) dollars each; and
Preferred stock in the amount of (\$)
dollars, to be divided into () shares, of
the par value of (\$) dollars each.~~

(Or if capital stock is without par value)

The TOTAL number of shares of capital stock authorized, without par value, shall be
-----SIX HUNDRED----- (-600-) shares
as follows, viz:-----Six Hundred----- (-600--) shares of
Common stock, without par value; and
() 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 said corporation shall ~~termi-~~
~~nate~~ be perpetual

(Further provisions not inconsistent with law)

Any stockholder who shall have offered his stock for sale to the corporation in accordance with the foregoing provisions, may, at any time within thirty (30) days after the rejection of such offer by the corporation, or if the corporation shall neither accept nor reject such offer, then within sixty (60) days after such offer shall have been received by the corporation, sell the stock so offered to the corporation to any other party, but not for a price lower than that at which such stock shall have been previously offered to the corporation, and the corporation may require affidavits from the stockholder and the purchaser of such stock as to price paid therefor before transferring such stock upon the books of the corporation.

30 Stimson Ave., Providence, R.

STATE OF RHODE ISLAND, }
COUNTY OF PROVIDENCE }
in said county this 27th day of December, A. D. 1961
then personally appeared before me Ronald C. Green, Jr., Richard H. Pierce
and Noel M. Field, Jr.

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.

Harriet G. Mayerson
Notary Public.

✓ 1064
(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

X
MERCURY TRADING CORPORATION

FILED IN THE OFFICE OF THE
SECRETARY OF STATE
DEC 27 1961
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State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 29970

Providence Dec. 27, 19 61

I Hereby Certify That Mercury Trading Corporation

has paid into the State Treasury a fee of Eighty dollars

Eighty Dollars for Incorporation
in accordance with the provisions of 7-1-9, General Laws.

General Treasurer.