

State of Rhode Island and Providence Plantations
BUSINESS CORPORATION

170327

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 Material Concrete Corp.

(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:

To purchase materials (sand, stone, and cement) for the making of ready-mix concrete, and mixing said materials with water so as to make ready-mix concrete; to sell the same for residential, commercial, and industrial uses; to build foundations and other structures using ready-mix concrete; and to engage in any other legal business.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.
- (b) To sue and be sued, complain and defend, in its corporate name.
- (c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money and to use its credit to assist its employees.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.
- (k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- (l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this

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

(a) *If only one class:* Total number of shares 600 (common stock - no 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 N/A

(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:

None, other than those contained in the by-laws.

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

None, other than those contained in the by-laws.

SEVENTH. The address ~~of the initial registered office~~ of the corporation is
518 Greenville Rd., No. Smithfield, R. I. 02895 (add Zip Code)
and the name of its initial registered agent ~~at such address~~ is:
Haig Barsamian, Esq., 58 Weybosset St. (Suite 902), Prov., R. I. 02903.

EIGHTH. The number of directors constituting the initial board of directors of the corporation is none 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
President. - Constance M. Pezza	11 Winsor Ave., Johnston, R. I. 02919
Vice Pres. - Robert A. Pezza	19 Factory Pond Circle, Smithfield, R.I. 02828
Secretary - Constance M. Pezza	11 Winsor Ave., Johnston, R. I. 02919
Treasurer - Michael T. Pezza	11 Winsor Ave., Johnston, R. I. 02919

NINTH. The name and address of each incorporator is:

Name	Address
Haig Barsamian	58 Weybosset St. (Suite 902), Prov., R. I. 02903
Constance A. Briggs	134 1/2 Pocasset Ave., Prov., R. I. 02909

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

STATE OF RHODE ISLAND } In the City } of Providence
COUNTY OF PROVIDENCE } ~~TOWN~~ }

in said county this 19th day of November, A.D. 1992
then personally appeared before me Haig Barsamian and Constance A. Briggs,

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.

Jeanne B. O'Neil
Notary Public

Rec'd & Filed NOV 23 1992

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MATERIAL SAND & STONE CORP.

SAND — GRAVEL — STONE

618 GREENVILLE ROAD, NORTH SMITHFIELD, RHODE ISLAND 02895

TEL. (401) 787-3420; 232-3010

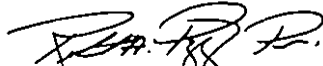
November 19, 1992

R.I. Secretary of State
Corporations Section
South Main Street
Providence, R.I.

To Whom it may concern:

This letter is to verify that Material Sand & Stone Corp. hereby gives its consent to the incorporation of Material Concrete Corp. Let it be known that we do not object to the similarity of the name.

Very truly yours,


Robert A. Pezza
President