

Corp. I.D. # \_\_\_\_\_

**State of Rhode Island and Providence Plantations**  
**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 CANONICUS EPOXY PLUS, 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:

To plate jewelry of all descriptions with epoxy and other coating materials, to repair, design and manufacture jewelry of all descriptions, and for all other lawful purposes for which a business corporation can be organized under the laws of the State of Rhode Island.

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.

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

(a) *If only one class:* Total number of shares .....\*1000\*

(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.)

ALL SHARES ARE COMMON 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:

The corporation shall have the right, in the event of a proposed sale or involuntary transfer or the death of a stockholder of shares of stock, to purchase the shares at the lowest price at which the stockholder or his legal representative is willing to sell to any other party before the same shall be sold by him to any other party; provided, however, that the corporation shall exercise its right to purchase within thirty (30) days after the stockholder shall have notified it in writing of his desire to sell or of the involuntary transfer of his shares. If the corporation shall decide to purchase the shares, such stockholder shall, upon tender of the purchase price thereof, transfer to the corporation the shares so offered. If the corporation shall elect not to purchase the shares within the thirty (30) days, then such stockholder may, at any time within fifteen (15) days after the expiration of the thirty (30) days, transfer the shares to any other party at not less than the price at which the same were offered to the corporation.

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

As provided by the by-laws of the corporation as they may be amended from time to time.

SEVENTH. The address of the initial registered office of the corporation is Three Franklin Square, Providence, Rhode Island 02903 (add Zip Code) and the name of its initial registered agent at such address is: Richard F. Daley, Esq.

EIGHTH. The number of directors constituting the initial board of directors of the corporation is zero 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
Manuel F. Cabral, President	86 Toronto Avenue, Providence, RI 02905
Manuel F. Cabral, Vice-President	86 Toronto Avenue, Providence, RI 02905
Manuel F. Cabral, Treasurer	86 Toronto Avenue, Providence, RI 02905
Manuel F. Cabral, Secretary	86 Toronto Avenue, Providence, RI 02905

NINTH. The name and address of each incorporator is:

Name	Address
Manuel F. Cabral	86 Toronto Avenue, Providence, RI 02905

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

Immediately upon the filing of these Articles of Incorporation.

Dated September 25, 1989

Manuel F. Cabral

STATE OF RHODE ISLAND } In the City } of PROVIDENCE  
COUNTY OF PROVIDENCE } Town }

in said county this 25th day of SEPTEMBER, A.D. 1989

then personally appeared before me MANUEL F. CABRAL

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.

*Richard F. Daley*  
Notary Public

RICHARD F. DALEY  
NOTARY PUBLIC  
STATE OF RHODE ISLAND  
MY COMMISSION EXPIRES  
JUNE 30, 1991

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RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV.

JUN 8 12 47 PM '90

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Rec'd & Filed JUN 08 1990

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