

Filing Fee: \$150.00



State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903-1335

Corp. I.D. # 93131

BUSINESS CORPORATION

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 THERMOSWITCH INTERNATIONAL, LTD.
(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 engage in the business of designing, manufacturing and selling of thermostats of any type or kind and any Electromechanical devices of any type or kind together with engaging in any other lawful purpose or purposes.

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

(a) *If only one class:* Total number of shares One Thousand (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.)

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.)

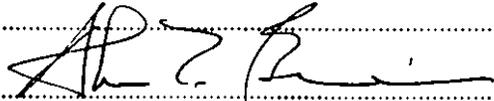
FIFTH: Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

The corporation shall have the right, in the event of a proposed sale of any of the common stock of this corporation by any stockholder, to purchase said common stock at the lowest price at which such stockholder is willing to sell the same before such common stock may be sold to any other party; and no sale of any common stock to any party other than the corporation shall be valid unless the offer to sell such stock, at the lowest price at which the holder thereof is willing to sell, shall have first been received in writing by the corporation. The corporation shall have sixty (60) days from the receipt of said offer in which to accept or reject said offer. A majority of the stockholders present at the meeting at which such offer is made and entitled to vote, although said majority may not be a quorum, shall have the power to accept or reject such offer on behalf of the corporation.

Any stockholder who shall have offered his common stock for sale to the corporation in accordance with the foregoing provisions, may, at any time within fifteen (15) 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 common stock so offered to the corporation to any other party, but not for a price lower than that at which such common stock shall have been previously offered to the corporation, and the corporation may require affidavits from the stockholder(s) and the purchaser(s) of said common stock as to the price paid therefore before transferring such stock upon the books of the corporation.

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

SEVENTH: The address of the initial registered office of the corporation is  
155 South Main Street, Providence, RI 02903 (add Zip Code)  
and the name of its initial registered agent at such address is:  
Alvin N. Biener, Esquire

  
Signature of registered agent

EIGHTH: The number of directors constituting the initial board of directors of the corporation is 1 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                                       |
|-----------------|---|
| Alvin N. Biener | 155 South Main Street<br>Providence, RI 02903 |
|                 |   |
|                 |   |
|                 |   |
|                 |   |

NINTH: The name and address of each incorporator is:

| Name            | Address                                       |
|-----------------|---|
| Alvin N. Biener | 155 South Main Street<br>Providence, RI 02903 |
|                 |   |
|                 |   |
|                 |   |
|                 |   |

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

February 1, 1997

Dated January 16, 1997

  
Signature of each incorporator

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

in said County this .....16th..... day of ..... January....., A.D. 19..97..  
then personally appeared before me ..... Alvin N. Biener.....

.....  
.....  
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.

*John Ferguson*  
.....  
Notary Public  
My Commission Expires: 10/01/01