

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

ART-VAC CORP.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is ART-VAC CORP.

SECOND: The name which it elects to use in Rhode Island is ART-VAC CORP.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of New Hampshire

FOURTH: The date of its incorporation is April 21, 1969 and the period of its duration is Perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is Newton Junction Rd., Kingston, NH 03859

MAIL: P O Box 70, Newton Jct, NH 03859-0070

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at that address is Guido R. Salvadore

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

To engage in the manufacture of shoe findings, trimmings, ornaments, and the like, which are used by shoe manufacturers in the finishing of their shoes and engaging in the wholesale business of selling said products.

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Solomon A. Mershon	Director	P.O. Box 733, Ashland, NH 03217
Herbert B. Mershon	Director	26 Winsor Street, Haverhill, MA 01830
Richard G. Mayhew	Director	701 Pinewood Dr., Smithfield, RI 02917
.....		
Solomon A. Mershon	President	As above
Richard G. Mayhew	Vice President	" "
Shirley J. Hart	Secretary	115 Whittier St., Ext., Plaistow, NH 0386
Herbert B. Mershon	Treasurer	" "

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1100	Common		no par value

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1000	Common		no par value

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 250,000.00

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 250,000.00

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 2,000,000.00

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 300,000.00

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated January 12, 1989

ART-VAC CORP.

[Exact Corporate Name of Corporation Making Application]

By *Solomon A. Mershon*
Its President
and *Shirley J. Hart*
Its Secretary

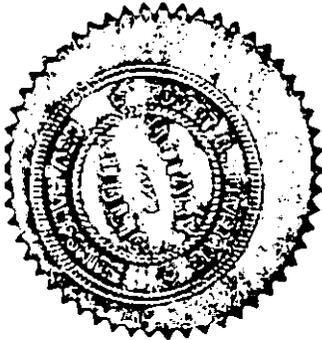
STATE OF New Hampshire }
COUNTY OF Rockingham } Sc.

At Newton, N.H. in said County on the 5th day
of October 1989, before me personally appeared
Solomon A. Mershon, who being by me first duly sworn, declared that
he is the PRESIDENT of ART VAC CORPORATION,
that he signed the foregoing document as such PRESIDENT of the
corporation, and that the statements therein contained are true.

[Signature]
Notary Public

(NOTARIAL SEAL)

My Commission Expires July 13, 1993



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SECRETARY OF STATE
WASHINGTON, D.C.

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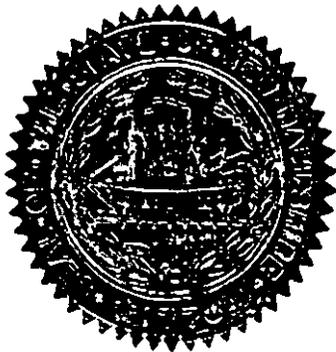
Rec'd & Filed OCT 10 1989

State of New Hampshire

OFFICE OF SECRETARY OF STATE



I, *ROBERT P. AMBROSE*, Deputy Secretary of State of the State of New Hampshire, do hereby certify that the following and hereto attached is a true copy of the Articles of Agreement of ART-VAC CORP., all amendments thereto, as filed in this office and held in the custody of the Secretary of State.



In Testimony Whereof, I hereto set my hand and cause to be affixed the Seal of the State, at Concord, this 21st..... day of ...Septmeber A. D. 19 ..89.....

Robert P. Ambrose
Deputy Secretary of State