

Filing Fee: \$150.00  
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 124834



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY  
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign 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:

1. The name of the corporation is All States Asphalt, Inc.

2. It is incorporated under the laws of Massachusetts

3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

4. The date of its incorporation is January 18, 1957 and the period of its duration is until terminated

5. The address of its principal office in the state or country under the laws of which it is incorporated is 325 Amherst Rd. Sunderland, MA 01375

6. The address of its proposed registered office in Rhode Island is 100 Allendale Ave.  
(Street Address, not P.O. Box)

Johnston RI 02919 and the name of its proposed registered agent in Rhode Island at  
(City/Town) (Zip Code)

that address is Johnston Asphalt, LLC  
(Name of Agent)

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
Sale of bituminous products and related matters

**FILED**

**MAY 22 2002**

By CC # 63 284406

8. The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>David M. Hankowski</u>	<u>93 Arnold Rd., Pelham, MA 01002</u>
Director	<u>David E. Johnson</u>	<u>21 Mountain Rd., Hatfield, MA 01038</u>
President	<u>David M. Hankowski</u>	<u>93 Arnold Rd., Pelham, MA 01002</u>
Vice President	<u>Richard J. Miller</u>	<u>25 Highland Ave., Greenfield, MA 01301</u>
Treasurer	<u>Alan Hankowski</u>	<u>129 Marion St., Northampton, MA 01060</u>
Secretary	<u>Irving Labovitz</u>	<u>1350 Main St., Springfield, MA 01103</u>
Ass't Secretary	<u>Rebecca A. Bland</u>	<u>193 Hockanum Rd., Hadley, MA 01035</u>

9. 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 or Statement that Shares are without Par Value</u>
300	Common	No Series	No Par Value

10. 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 or Statement that Shares are without Par Value</u>
294.2	Common	No Series	No Par Value

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 9,000,000.00

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 1,000,000.00

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 11.1 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 50,000,000.00

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 4,000,000.00

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 8 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: May 21, 2002

All States Asphalt, Inc.  
Print Exact Name of Corporation Making Application

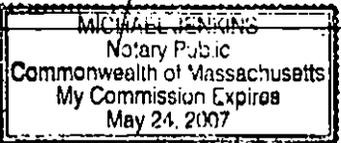
By Richard J. Miller  
Richard J. Miller, Executive Vice President  
 President or  Vice President (check one)

By Rebecca A. Bland <sup>AND</sup>  
Rebecca A. Bland, Ass't Secretary  
 Secretary or  Assistant Secretary (check one)

STATE OF Massachusetts  
COUNTY OF Franklin

In Sunderland, on this 21st day of May, 2002, personally appeared before me Richard J. Miller who, being by me first duly sworn, declared that he/~~she~~ is the Executive Vice President of the corporation and that he/~~she~~ signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Michael Parsons  
Notary Public  
My Commission Expires: \_\_\_\_\_



RECEIVED  
\$50.00 CK.

JAN 21 1957

THE COMMONWEALTH OF MASSACHUSETTS

CORPORATION DIVISION  
SECRETARY'S OFFICE

WHERE NOTHING FOLLOWS

..... One States Asphalt, Inc. ....

ARTICLES OF ORGANIZATION  
GENERAL LAWS, CHAPTER 156, SECTION 10

Filed in the office of the Secretary of the Commonwealth  
and Certificate of Incorporation issued

as of January 21, 1957 ✓

I hereby certify that, upon an examination of the within-written articles of organization, the agreement of association, and the record of the first meeting of the incorporators, including the by-laws, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles.

DEPARTMENT OF

this 21st day of January, 1957.

L.  
Y. JAN 21 1957  
M.  
CORPORATIONS AND TAXATION

Commissioner of Corporations and Taxation

CHARTER TO BE SENT TO

.....  
84 State Street  
Boston, Mass.

CERTIFICATE  
RECEIVED

JAN 21 1957

BY SECRETARY'S OFFICE  
FROM DEPARTMENT OF CORPORATIONS  
AND TAXATION

FILING FEE: 1.00 of 1% on the total amount of the authorized capital stock with par value, and one cent a share for all authorized shares without par value, but not less than \$50. General Laws, Chapter 156, Section 53.

A TRUE COPY ATTEST  
*William Francis Galvin*  
WILLIAM FRANCIS GALVIN  
SECRETARY OF THE COMMONWEALTH  
DATE 5/21/2002 *JM*  
CLERK