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ID Number: 135639



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
OCT 24 12 16 PM '03

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:

1. The name of the corporation is NORTH SMITHFIELD AUTO RECYCLING, INC.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The period of its duration is (if perpetual, so state) Perpetual

3. The specific purpose or purposes for which the corporation is organized are:

To engage in the salvage and reclamation and recycling of motor vehicles, metal products,
engage in the sale of new and used parts; and all other business for which a corporation
be lawfully organized under the laws of the State of Rhode Island

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

(a) *if only one class*: Total number of shares 1,000 without par (If the authorized shares are to consist of one class only 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 _____ (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 Chapter 7-1.1 of the General Laws, 1956, as amended, 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.):

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

See provisions attached hereto and made a part hereof by reference.

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By KMC
C9843

6. Provisions, if any, for the regulation of the internal affairs of the corporation:

See provisions attached hereto and made a part hereof by reference.

7. The address of the initial registered office of the corporation is 1859 Pound Hill Road

(Street Address, not P.O. Box)

North Smithfield, RI 02896 and the name of its initial registered agent

(City/Town)

(Zip Code)

at such address is Norman H. Cardinal, Jr.

(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is three 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 Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
<u>President</u>	<u>Norman H. Cardinal, Jr.</u>	<u>1752 Victory Hgy, Glendale, RI 02826</u>
<u>Vice-President</u>	<u>Arthur Ayotte</u>	<u>Tarkiln Road, Burrillville, RI</u>
<u>Treasurer</u>	<u>Marc A. Cardinal</u>	<u>1664 Broncos Hgy, Glendale, RI 02826</u>
<u>Secretary</u>	<u>Norman H. Cardinal, Jr.</u>	<u>1752 Victory Hgy, Glendale, RI 02826</u>

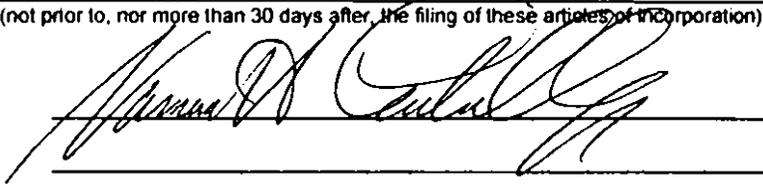
9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Norman H. Cardinal, Jr.</u>	<u>1752Victory Hgy, Glendale, RI 02826</u>

10. Date when corporate existence is to begin Immediately upon acceptance of filing of Articles of Incorporation

(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: 7 October 2003



Signature of each Incorporator

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Woonsocket, on this 7th day of October, 2003, personally appeared before me Norman H. Cardinal, Jr.

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.

Ronald M. Baeland
Notary Public
My Commission Expires: 1/20/04

128032

NORTH SMITHFIELD AUTO BODY, INC.
770 Eddie Dowling Highway
North Smithfield, Rhode Island 02896

October 23, 2003

Office of the Secretary of State
ATTN: Corporations Section
100 North Main Street
Providence, Rhode Island 02903

RE: PERMISSION TO USE SIMILAR NAME

Gentlemen:

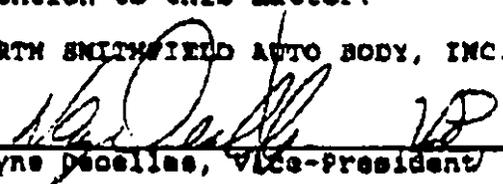
I hereby authorize and permit NORMAN H. CARDINAL, JR., to apply to the Office of the Secretary of State for the State of Rhode Island, to incorporate a business to be operated under the name of

NORTH SMITHFIELD AUTO RECYCLING, INC.

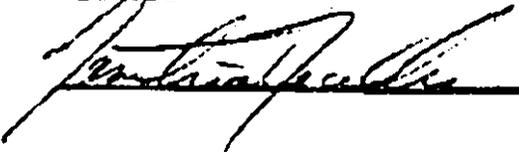
which name may be considered to be similar to the name of the above-referenced corporation.

Thank you for your attention to this matter.

NORTH SMITHFIELD AUTO BODY, INC.

By  VP
Wayne Decelles, Vice-President

Witness:



125418

STATE OF CALIFORNIA
COUNTY OF [illegible]
[illegible text]

Richard L. [illegible]

[illegible text]

NORTH SMITHFIELD AUTO SALVAGE, INC.
1859 Pound Hill Road
North Smithfield, Rhode Island 02896

October 7, 2003

Office of the Secretary of State
Corporations Section
100 North Main Street
Providence, Rhode Island 02903

RE: PERMISSION TO USE SIMILAR NAME

Gentlemen:

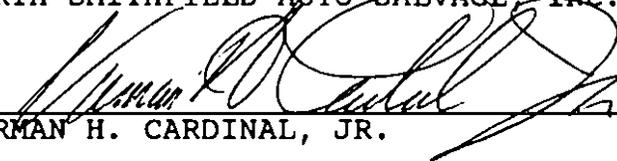
I hereby authorize and permit NORMAN H. CARDINAL, JR., to apply to the Office of the Secretary of State for the State of Rhode Island, to incorporate a business to be operated under the name of

NORTH SMITHFIELD AUTO RECYCLING, INC.

which name may be considered to be similar to the name of the above-referenced corporation.

Thank you for your attention to this matter.

NORTH SMITHFIELD AUTO SALVAGE, INC.

By 
NORMAN H. CARDINAL, JR.

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

Subscribed and sworn to before me this 7th day of October, 2003, at Woonsocket, Rhode Island.


Notary Public