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ID Number: 143841



**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

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NOV 12 2 58 PM '04

**FILED**

NOV 12 2004  
By EMC  
CY9994

**BUSINESS CORPORATION**

**ARTICLES OF INCORPORATION**  
(To Be Filed In Duplicate Original)

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 Reeb Millwork of New England, Inc.

~~(THIS IS A REEB CORPORATION INCORPORATED UNDER THE GENERAL LAWS OF 1956 AS AMENDED BY THE REEB ACT)~~

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:

The sale of millwork products and to engage in and carry on any other lawful act, purpose  
or business for which a corporation may be organized under the Rhode Island Business  
Corporation Act, as amended.

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

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

Shareholders shall have no preemptive right to acquire shares or securities pursuant to  
Section 7-1.1-24 of the General Laws, 1956, as amended.

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

See Exhibit B

7. The address of the initial registered office of the corporation is Cameron & Mittleman LLP, 56 Exchange Terrace  
(Street Address, not P.O. Box)  
Providence, RI 02903 and the name of its initial registered agent  
(City/Town) (Zip Code)  
at such address is Joseph F. Whinery, Jr.  
(Name of Agent)

8. 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 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.)

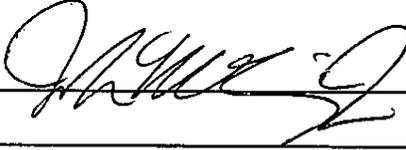
<u>Title</u>	<u>Name</u>	<u>Address</u>
	<u>Scott Kerr</u>	<u>Reeb Millwork Corporation, 600 Brighton Street</u> <u>Bethlehem, PA 18015</u>

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Joseph F. Whinery, Jr.</u>	<u>56 Exchange Terrace, Providence, RI 02903</u>

10. Date when corporate existence is to begin upon the filing of these articles of incorporation.  
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: November 10, 2004

  
\_\_\_\_\_  
\_\_\_\_\_

Signature of each Incorporator

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

In Providence, on this 10th day of November, 2004, personally appeared before me Joseph F. Whinery, 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.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires: 5/31/05

Pauline J. Q. Long  
Notary Public

EXHIBIT A

(a) The aggregate number of shares which the Corporation shall have the authority to issue is 8,000 shares of common stock, \$0.01 par value, consisting of 4,000 shares of Class A voting common stock and 4,000 shares of Class B non-voting common stock.

(b) The holders of the Class A voting common stock shall be entitled to one vote for each share held by them. The holders of the Class B non-voting common stock shall ~~not be entitled to vote except as expressly required by non-waivable provisions of the~~ Rhode Island Business Corporation Act, as amended.

(c) The Board of Directors, in its discretion, may declare and pay dividends out of any assets then legally available therefor. Any dividend so declared shall be distributed among and paid to the holders of the outstanding shares of both the Class A voting common stock and the Class B non-voting common stock without distinction as to class, according to their respective shares, share and share alike.

(d) In the event of any dissolution, liquidation, or distribution of assets of the Corporation, no class of stock shall be preferred, but the entire net assets of the Corporation shall be distributed pro rata among the holders of Class A voting common stock and Class B non-voting common stock according to the number of shares held by each, irrespective of the class to which such shares belong.

## EXHIBIT B

Article SIXTH: No Director of the Corporation shall be liable to the Corporation or to its stockholders for monetary damages for breach of the director's duty as a director; provided, however, that this Article Sixth shall not eliminate or limit the liability of a director: (i) for any breach of the director's duty of loyalty to the Corporation or to its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) the liability imposed pursuant to the provisions of R.I.G.L. Section 7-1.1-43 (as in effect or as hereafter amended); or (iv) for any transaction from which the director derived an improper personal benefit unless said transaction is permitted by R.I.G.L. Section 7-1.1-37.1 (as in effect or as hereafter amended). If the Rhode Island General Laws are amended after the adoption of this Article Sixth to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of each director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Rhode Island General Laws, as so amended. Neither the amendment nor repeal of this Article Sixth nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article Sixth shall eliminate or reduce the effect of this Article Sixth in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article Sixth, would occur or arise, prior to such amendment, repeal or adoption of an inconsistent provision.