

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. # 97065

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 MPC Acquisition Corp. *(signature)*

~~(A ~~corporation~~ corporation pursuant to §2-1.1 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:

The acquisition of a manufacturing and sales business, engaging in the manufacturing, selling, fabricating and distribution of manufactured products of all kinds and description, and to engage in any other lawful act or activity for which a corporation may be organized under the Rhode Island Business Corporation Act, as amended.

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By JOSEPH J. RILEY

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

- (a) *If only one class:* Total number of shares 8,000 \$.01 par value
(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.)

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.)

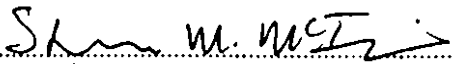
FIFTH: Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

PRE-EMPTIVE RIGHTS. The holders of the capital stock of the Corporation shall, upon the issuance or sale of shares of stock of any class (whether now or hereafter authorized) or any securities convertible into such stock, have the right, during such period of time and on such conditions as the board of directors shall prescribe, to subscribe to and purchase such shares or securities in proportion to their respective holdings of such shareholders at such price or prices as the board of directors may from time to time fix and as may be permitted by law.

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

OTHER PROVISIONS REGARDING THE INTERNAL AFFAIRS OF THE CORPORATION. If any stockholder desires to sell part or all of his shares of stock at any time during his lifetime, he shall first give written notice thereof to other stockholders of the price and other terms proposed by the selling stockholder. Other stockholders, upon receipt of such notice, shall have sixty (60) days to purchase said shares of stock at the price identified in the notice from the selling stockholder. If said shares of stock are not purchased within the aforesaid period, the stockholder desiring to sell said shares may dispose of them in any lawful manner available to him, but not at a price less than that rejected by other stockholders without first offering to sell said shares to other stockholders at such lesser price.

SEVENTH: The address of the initial registered office of the corporation is38 Bellevue Avenue, Newport, Rhode Island 02840..... (add Zip Code) and the name of its initial registered agent at such address is: Steven M. McInnis.....


Signature of registered agent

EIGHTH: The number of directors constituting the initial board of directors of the corporation is2 (two)..... 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
David A. Redmond	217 Hope Street, Providence, RI 02906
Kevin C. Redmond	c/o Steven M. McInnis, 38 Bellevue Avenue, Newport, RI 02840
.....
.....
.....

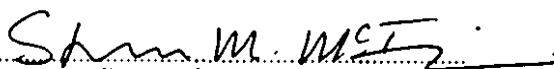
NINTH: The name and address of each incorporator is:

Name	Address
Steven M. McInnis, Esq.	38 Bellevue Avenue, Newport, RI 02840
.....
.....
.....

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

.....Immediately upon the filing of these Articles of Incorporation.....

Dated.....October 2, 19 97.....


Signature of each incorporator

STATE OF RHODE ISLAND

City

In the

of NEWPORT

COUNTY OF NEWPORT

~~XXXXX~~
TOWN

in said County this 2nd day of October, A.D. 1997

then personally appeared before me Steven M. McInnis

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.

Monica J. Graham

Notary Public

My commission expires: 10-15-00