

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

Corp. I.D. #

73348

BUSINESS CORPORATION

ORIGINAL 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 UTILITY LOCATORS CORP.

(A close corporation pursuant to §7-1.1-51 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:

To locate and mark underground utility lines for the construction industry, and all other purposes for which a corporation may be used.

Rec'd & Filed JUL 23 1993

SS, US, CA, S, 97, 100

100-111-1244-91

9-10-91
102310

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

(a) *If only one class:* Total number of shares .. 3000 ..

(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.)

no par common

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:

If any Stockholder shall, at any time, desire to sell his stock, or any part thereof, he shall, before offering to sell the same to any other party, offer in writing to sell the same to the Corporation at the lowest price and on the most favorable terms at which he is willing to sell the same. The remaining Stockholder(s) shall elect whether or not to accept said offer within thirty (30) days of receipt of the same. If the remaining Stockholder(s) shall elect to accept said offer, written notice shall be given on the books of the Corporation. The Corporation shall have an additional period of thirty (30) days after the date of acceptance to make payment for said stock.

If the remaining Stockholder(s) shall not elect to accept said offer, the Stockholder may sell said stock to any other party provided said sale is made within sixty (60) days from the making of such offer to the Corporation and at no lower price, nor on more favorable terms than those offered the Corporation.

The Board of Directors may waive the requirements of this provision at any time with the consent of all Stockholders.

There shall be no Directors of the Corporation. The Shareholders shall have all powers normally reserved for Directors, pursuant to R.I.G.L. 7-1.1-51.

Kenneth Kando, Esquire

50 Power Road, Pawt., RI 02860

50 Power Road, Pawtucket, RI 02860

Dated 7/23, 19 93.

Signature of each incorporator

STATE OF RHODE ISLAND

COUNTY OF Providence

} In the City
Town }

of ~~Pawtucket~~

Providence

in said county this *23rd* day of July, A.D. 19*93*

then personally appeared before me *Kenneth Kando*

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.

Jane F. Berthiaume
Notary Public