

State of Rhode Island and Providence Plantations

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 Kirk D'Amico Holdings Inc.

(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 purchase, lease or otherwise acquire, own, hold, sell mortgage, change or otherwise dispose of, invest, trade and deal in and with real and personal property of every kind and description. To engage in and carry on any and all other lawful acts or activities for which corporations may be organized under the Rhode Island Business Corporation Act; and to do any and all things and exercise any and all powers, rights and privileges which a business corporation may now or hereafter be organized or authorized to do or to exercise under the laws of the State of Rhode Island.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.

(b) To sue and be sued, complain and defend, in its corporate name.

(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money and to use its credit to assist its employees.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.

(k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.

(q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

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

(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.)

One Dollar (\$1.00) 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:

See Exhibit A, the provisions of which are incorporated herein by reference and made a part hereof.

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

No provisions are made for the regulation of the internal affairs of the corporation.

SEVENTH. The address of the initial registered office of the corporation is 1500 Fleet Center; Providence, Rhode Island 02903 (add Zip Code) and the name of its initial registered agent at such address is: Joachim A. Weissfeld

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 3 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
Chester H. Kirk	1400 Division Road West Warwick, Rhode Island 02893
Kenneth L. Kirk	Same as above
Albert N. D'Amico	Same as above

NINTH. The name and address of each incorporator is:

Name	Address
Joachim A. Weissfeld	c/o Hinckley, Allen, Tobin & Silverstein 1500 Fleet Center Providence, Rhode Island 02903

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

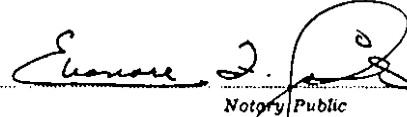
Upon issuance of the certificate of incorporation

Dated December 9, 1986

Joachim A. Weissfeld

STATE OF RHODE ISLAND } City
COUNTY OF Providence } In the Town of Providence
in said county this 9th day of December, A.D. 1986
then personally appeared before me Joachim A. Weissfeld

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

ELEANORE F. GAINES, Notary Public
State of R.I. and Providence Plantations
My Commission Expires June 30, 1991

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DEC 9 1986
VF

CP11 110.00
CHK 110.00
12/12/86 PAID 00964001

Exhibit A

ARTICLES OF INCORPORATION

Kirk D'Amico Holdings Inc.

FIFTH: The provisions relating to preemptive rights of the shareholders of the corporation shall be as follows:

The shareholders of the corporation shall be entitled to a preemptive right, for a period of thirty (30) days, to subscribe for, purchase, or otherwise acquire in the proportions which their holdings of the shares of the common stock of the corporation bear to the outstanding common stock, any shares of the same class of the corporation or any equity and/or voting shares of any class of the corporation which the corporation proposes to issue, or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of equity and/or voting shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, whether having unissued or treasury status, and whether the proposed issue, reissue, transfer, or grant is for cash, property, or any other lawful consideration. The preemptive rights granted herein shall be deemed waived by any shareholder who does not so exercise them and pay for the shares, rights, options, bonds, securities or obligations within said thirty (30) days of receipt of notice in writing from the corporation stating the prices, terms and conditions of the offering. After the expiration of said thirty (30) days, any and all of such shares, rights, options, bonds, securities or obligations of the corporation may be issued, reissued, transferred, or granted by the corporation, as the case may be, to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms as the corporation in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights.

The provisions contained herein are in lieu of the provisions on preemptive rights contained in Section 7-1.1-24 of the Rhode Island Business Corporation Act, as amended.