

Filing Fee, \$150.00

State of Rhode Island and Providence Plantations  
OFFICE OF THE SECRETARY OF STATE  
CORPORATIONS DIVISION

Corp. I.D. #.

90870

**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 A.I. Acquisition, Inc.

**THE UNIVERSITY OF CHICAGO**

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 engage in the invention, design, development, manufacture, production, operation, sale or lease of component products for the residential and commercial hot water heating industry, the well water industry and the refrigeration and air-conditioning industries, and any and all articles consisting, or partly consisting thereof, and all products and by-products which are or may be designed, produced, processed or manufactured therefrom in whole or in part; 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 transact any other lawful business for which corporations may be incorporated under the Rhode Island Business Corporations Act; and To have all the powers conferred upon corporations organized under the Rhode Island Business Corporations Act.

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FOURTH. 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 shares of Common Stock

(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.)

Par value \$.01 per share

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:

No holder of stock of any class of the corporation whether now or hereafter authorized shall have any preemptive, preferential or other rights to subscribe for or purchase or acquire any shares of any class or any other securities of the corporation whether now or hereafter authorized, and whether or not convertible into, or evidencing or carrying the right to purchase, shares of any class or any other securities, now or hereafter authorized, and whether the same shall be issued for cash, services or property, or by way of dividend or otherwise.

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

See Exhibit A

SEVENTH. The address of the initial registered office of the corporation is  
56 Exchange Terrace Providence 02903 (add Zip Code)

and the name of its initial registered agent at such address is:

Robert Migliaccio

By:

*Signature of registered agent*

EIGHTH. The number of directors constituting the initial board of directors of the corporation is unknown at this time 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
unknown at this time	

NINTH. The name and address of each incorporator is:

Name	Address
J. Jeffrey Mullen	425 Lexington Avenue New York, NY 10017

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

Upon filing

Dated August 15, 1996

*Signature of each incorporator*

STATE OF ~~BRONX~~ <sup>New York</sup> } In the City } of \_\_\_\_\_  
COUNTY OF New York } Town }

in said county this 15th day of August, A.D. 1996  
then personally appeared before me J. Jeffrey Mullen

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.

*Kathleen Daly*  
Notary Public

KATHLEEN DALY  
Notary Public, State of New York  
No. 010A4876203  
Qualified in Bronx County  
Certificate filed in New York County  
Commission Expires November 10, 1996

EXHIBIT A  
TO THE  
ARTICLES OF INCORPORATION  
OF  
A.I. ACQUISITION, INC.

SIXTH: Provisions for the regulation of the internal affairs of the Corporation are as follows:

A. Elimination of Directors' Liability. A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of the director's duty as a director, except for (i) liability for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) liability for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) liability imposed pursuant to the provisions of Section 43 of the Rhode Island Business Corporation Act, as amended, or (iv) liability for any transaction from which the director derived an improper personal benefit (unless said transaction is permitted by Section 37.1 of the Rhode Island Business Corporation Act, as amended). If the Rhode Island Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Rhode Island Business Corporation Act. Any repeal or modification of this Section A of Article SIXTH by the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

B. Indemnification. The Board of Directors of the Corporation may include provisions in its By-laws, or may authorize agreements to be entered into with each director, officer, employee or other agent of the Corporation (an "Indemnified Person") for the purpose of indemnifying an Indemnified Person in the manner and to the extent permitted by Section 4.1 of the Rhode Island Business Corporation Act, as amended.

C. Distribution of Capital Surplus. The Board of Directors shall have the authority to make distributions to shareholders from the capital surplus of the corporation without the approval of the holders of shares of any class.

D. Amendment to Articles of Incorporation. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

**PARASEARCH INC.**

222 Jefferson Boulevard  
Warwick, RI 02888

*Legal Support Specialists*  
(401) 732-2490  
FAX (401) 739-7708

August 19, 1996

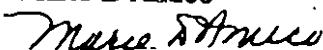
Robert Migliaccio, Esq.  
Cameron & Mittleman

Re: A.I. Acquisition Inc.

We reserved the name for the above corporation (thru CSC Networks) and it is  
permissible for the registered agent to file any documents.



Kristen Saccoccio  
Marie D'Amico



We appreciate your business.