

Filing fee: \$150.00  
License fee: \$15.00 minimum  
(Section 7-1.1-124)

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. #

76154

APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
OF

Cybertherm, Inc.

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is Cybertherm, Inc.

SECOND: The name which it elects to use in Rhode Island is Cybertherm, Inc.

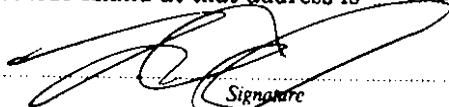
(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Massachusetts

FOURTH: The date of its incorporation is July 26, 1993 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 8 Filko Avenue, Swansea, MA 02777

SIXTH: The address of its proposed registered office in Rhode Island is 311 Angell Street, Providence, RI 02906 and the name of its proposed registered agent in Rhode Island at that address is Leonard Accardo, Jr.

  
Signature

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are manufacturing and selling industrial thermal control panels at wholesale, and at retail if such purpose becomes appropriate in the conduct of the business.

Additionally, to acquire, purchase, exchange, building, construct, lease, and to hold, own, maintain, manage, improve, develop and operate, and to sell, transfer, convey, lease, mortgage, exchange or otherwise dispose of, or deal in or with, real property and/or personal property wherever located or situated, and any and all rights, interest or privileges therein; and

To carry on any business permitted by the laws of the Commonwealth of Massachusetts to a corporation organized under Chapter 156B thereof.

FILED

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**EIGHTH: The names and respective addresses of its directors and officers are:**

<u>Name</u>	<u>Office</u>	<u>Address</u>
Dale M. Souza	Director	831 Highland Avenue, Fall River, MA 02720
Donna L. Souza	Director	831 Highland Avenue, Fall River, MA 02720
	Director	
Dale M. Souza	President	831 Highland Avenue, Fall River, MA 02720
Donna L. Souza	Vice President	831 Highland Avenue, Fall River, MA 02720
Donna L. Souza	Secretary	831 Highland Avenue, Fall River, MA 02720
Dale M. Souza	Treasurer	831 Highland Avenue, Fall River, MA 02720

**NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:**

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
15,000	Common	-	without par value

**TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:**

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
200	Common		without par value

**ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 10,000.00**

**TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ - 0 -**

**THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 100,000.00**



**FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ - 0 -**

**FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.**

Dated November 10, 1993

Cybertherm, Inc.

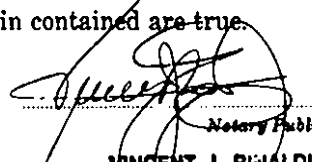
[Exact Corporate Name of Corporation Making Application]

By  President  
Its President  
and  Secretary  
Its Secretary

STATE OF RHODE ISLAND }  
COUNTY OF PROVIDENCE } Sc.

At Providence in said County on the 10th day  
of November 1993, before me personally appeared Dale M.  
Souza, who being by me first duly sworn, declared that  
he is the President of Cybertherm, Inc.,  
that he signed the foregoing document as such President of the  
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

  
Notary Public  
VINCENT J. RINALDI, JR.  
MY COMMISSION EXPIRES 12/10/94

[illegible]

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CORPORATION DIVISION

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

GENERAL LAWS, CHAPTER 156B, SECTION 12

I hereby certify that, upon examination of these articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$200.00 having been paid, said articles are deemed to have been filed with me this 26<sup>th</sup> day of JULY 1993.

A TRUE COPY ATTEST

*Michael J. Connolly*

MICHAEL J. CONNOLLY  
SECRETARY OF STATE

DATE 3/7/94 CLERK *[Signature]*

*Michael Joseph Connolly*

MICHAEL J. CONNOLLY

Secretary of State

FILING FEE: One tenth of one percent of the total authorized capital stock, but not less than \$200.00. For the purpose of filing, shares of stock with a par value less than one dollar, or no par stock, shall be deemed to have a par value of one dollar per share.

PHOTOCOPY OF ARTICLES OF ORGANIZATION TO BE SENT TO:

Leonard Accardo, Jr., Esq.

311 Angell Street

Providence, RI 02906

Telephone: (401) 421-5100