

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. #

27729

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 ROBERT DIONNE ELECTRICAL CONTRACTORS, 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 carry on a general business of electricians, electrical contractors, suppliers of electrical energy for the purpose of light, heat, or power, or otherwise; to install, erect, and operate, sell or lease wire, cables and fixtures, both interior and exterior, for the transmission and use of electrical energy, and to deal in all supplies, apparatus, and things required for or capable of being used in connection with the generation, accumulation, storage, transmission, furnishing, supplying, or distribution of electrical energy; and to generally do any and all things incidental to and connected with any of the purposes aforesaid.

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

(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.)

All 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:

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

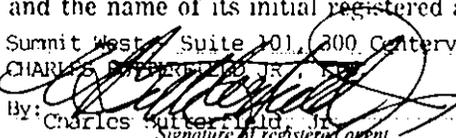
1. There shall be no Board of Directors of this Corporation and any and all of the powers normally vested in a Board of Directors shall be vested in the stockholders of said Corporation.

2. Except for those actions excluded by the provisions of the Rhode Island Business Corporation Act, any action required or permitted to be taken at a meeting of Stockholders may be taken without a meeting upon the written consent of less than all the Stockholders entitled to vote thereon if the Stockholders who so consent would be entitled to cast at least the minimum number of votes which would be required to take such action at a meeting at which all Stockholders entitled to vote thereon were present. In the event of such written action, prompt notice of such action shall be given to all Stockholders who would have been entitled to vote upon the action if such meeting were held.

3. The stock of the Corporation is subject to transfer restrictions as set forth in the By-laws of the said Corporation and Certificates of stock of the Corporation shall not be transferred or sold unless there is compliance with the provisions of said transfer restrictions.

SEVENTH. The address of the initial registered office of the corporation is
19 Prospect Street, Esmond, RI 02917 (add Zip Code)

and the name of its initial registered agent at such address is: CHARLES BUTTERFIELD, JR., LTD.
Summit West, Suite 101, 300 Centerville Road, Warwick, RI 02886

By:  Charles Butterfield, Jr.
Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is none 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	02886
To be determined		

Name	Address	02886
Charles Butterfield, Jr., Esquire	300 Centerville Road, Suite 101, Warwick, RI	

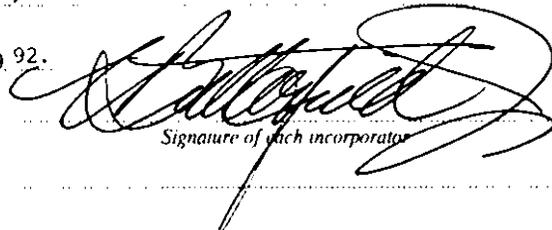
NINTH. The name and address of each incorporator is:

Name	Address	02886
Charles Butterfield, Jr., Esquire	300 Centerville Road, Suite 101, Warwick, RI	

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

Upon issuance of Certificate of Incorporation.

Dated 1/31, 1992.


Signature of such incorporator

STATE OF RHODE ISLAND } City
COUNTY OF Kent } In the ~~Town~~ Warwick

in said county this 31st day of January, A.D. 1992,
then personally appeared before me Charles Butterfield, Jr., Esquire

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.

Donna F. Rathgall
Notary Public

REC'D & FILED
JAN 31 1992
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