Corp. I.D. # 95162

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 GRAPHIC INK, INCORPORATED

(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:

1. To design, manufacture, produce, buy and sell, distribute and generally deal at retail and wholesale in all kinds of screen printing, image apparel and embroidery and articles made therefrom; to conduct the business of screen printing, image apparel, embroidering by hand, machinery or computer or silks, satins, cotton, linen and other cloth.

2. To manufacture, design, produce, buy, sell, distribute, export, import and deal at retail and wholesale Tee shirts and all other kinds of wearing apparel for men, women and children of every nature and description and any other article which may be conveniently or advantageously handled in conjunction with the foregoing business.

3. To acquire all real property and equipment by purchase, lease or otherwise necessary to conduct the business.

4. To engage in any lawful purpose.

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

FILED
MAY 2 1 1997
OC#402 ER
By 185317

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 No par value

(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.)

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 the corporation may transfer any of such stock without first offering it to the corporation at the lowest price at which he is willing to dispose of the same. Said offer shall be in writing, addressed and delivered to the clerk of the corporation or, in case the stockholder making such offer be the clerk, then to the president, an shall include a true statement of the proposed sale price and of the names and addresses of the persons to whom said price and the names and addresses of the persons to whom said stockholder intends to transfer said stock if his said offer is not accepted by the corporation. The stockholder offering the stock shall not be entitled to vote at any meeting called for the purpose of considering until after the expiration of a period of thirty days. In the event that the corporation shall reject said offer or shall fail to accept the same with said thirty day period, said stockholder may sell and transfer said stock at the price stated in said notice to the person or persons specified therein, provided that if said sale and transfer is not completed within six months after the expiration of said thirty day period, said stockholder must again comply with the provisions of this paragraph. Any sale or transfer contrary to the foregoing provisions shall be void.

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

SEVENTH. The address of the initial registered office of the corporation is 159 Elmgrove Avenue, Providence, Rhode Island 02906 (add Zip Code)

and the name of its initial registered agent at such address is:
Terrance S. Martiesian

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*
Nelson M. Silva - President	216 Summit Street, E. Providence, RI
M. Hilda Allienello - Vice President	23 Slocum Street, E. Providence, RI
Nelson M. Silva - Secretary	216 Summit Street, E. Providence, RI
M. Hilda Allienello - Treasurer	23 Slocum Street, E. Providence, RI

NINTH. The name and address of each incorporator is:

Name	*Address*
Terrance S. Martiesian	159 Elmgrove Avenue, Providence, RI 02906

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

May 21, 1997

Dated May 21, 19 97

STATE OF RHODE ISLAND } In the City Town } of PROVIDENCE
COUNTY OF PROVIDENCE

in said county this 21st day of May, A.D. 19 97

then personally appeared before me Terrance S. Martiesian

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.

Deborah A. Puis
Notary Public
My Commission Expires: 10/30/00