

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 **LEONARD SAFETY
EQUIPMENT, 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 engage in the business of buying, selling, leasing, trading in and generally dealing, at wholesale and retail, in industrial and domestic safety equipment, and maintaining, repairing, rebuilding and otherwise servicing all types of industrial and domestic safety equipment.

To engage in any lawful act or activity for which corporations may be organized under the Rhode Island Business Corporation Act.

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

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: 1,000 shares of Common Stock of the par value of One Dollar (\$1.00) each.

(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.)

or

(b) *If more than one class:* Total number of shares _____

(State (A) the number of the 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.)

Shares of common stock of the corporation are to be issued and held by each and every stockholder upon and subject to the following terms and conditions. No stockholder shall pledge, sell, assign, or otherwise dispose of any share or shares of stock of this corporation to any person, firm, corporation or association, nor shall the executor, administrator, trustee, assignee or other legal representative of a deceased stockholder pledge, sell, assign, transfer or otherwise dispose of any share or shares of the stock of this corporation to any person, firm, corporation or association nor to any next of kin or legatee or legatees of a deceased stockholder, without first offering said share or shares of stock for sale to the other stockholder or stockholders at a price representing the true book value thereof at the time of said offer, and the other stockholder or stockholders shall have the right to purchase the same by the payment of such purchase price at any time within twenty (20) days after receipt of written notice of said offer. Compliance with the foregoing terms and conditions in regard to the sale, assignment, transfer or other disposition of the shares of stock of this corporation shall be a condition precedent to the transfer of such shares of stock on the books of this corporation.

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:

The corporation shall have no board of directors. All powers and rights normally vested in the board of directors of a corporation shall be vested in the stockholders of the corporation, and all obligations normally borne by the board of directors shall be borne by the stockholders of the corporation.

In addition to other powers vested in the stockholders, the stockholders shall have power to issue authorized, but previously un-issued shares (or treasury shares) of common stock for such consideration expressed in dollars as may be fixed from time to time by them. Initially, the corporation shall issue an aggregate of 400 shares of its common stock in exchange for receipt of the assets, subject to liabilities, of Leonard & Company, a partnership, 200 of such shares to be issued to Harold L. Ray, one of the partners thereof, and 200 of such shares to be issued to Harold L. Ray, Jr., the other partner thereof.

The corporation shall indemnify its officers, employees, agents and stockholders purporting to act on behalf of the corporation to the extent permitted by the Rhode Island Business Corporation Act.

SEVENTH. The address of the initial registered office of the corporation is 253 Waterman Avenue, East Providence, Rhode Island 02914 (add Zip Code) and the name of its initial registered agent at such address is:

Frank Ray

EIGHTH. ~~The number of directors constituting the initial board of directors of the corporation is _____~~ and the names and addresses of the persons who are to serve as ^{officers} ~~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
Harold L. Ray, President	253 Waterman Avenue East Providence, Rhode Island 02914
Harold L. Ray, Jr., Treasurer	253 Waterman Avenue East Providence, Rhode Island 02914
Frank Ray, Secretary	253 Waterman Avenue East Providence, Rhode Island 02914

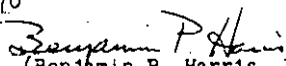
NINTH. The name and address of each incorporator is:

Name	Address
Benjamin P. Harris, III	1109 Hospital Trust Building Providence, Rhode Island 02903

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): January 2, 1970

Dated January 2

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(Benjamin P. Harris, III)

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

in said county this 2nd day of January, A.D. 1970

then personally appeared before me

Benjamin P. Harris, III

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.

V. Duncan Johnson
Notary Public

JAN 2 1970

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