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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

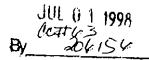
Office of the Secretary of State Corporations Division 100 North Main Street Providence, Rhode Island 02903-1335

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:

	applies to to the following Articles of Mediporation for Such Corporation.
1.	The name of the corporation is ABC Seamless Gutters, Inc.
	(Thus is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)
2.	The period of its duration is (if perpetual, so state) Perpetual
3.	The specific purpose or purposes for which the corporation is organized are:
	Installation and sales of gutters. All phases of the contractor industry.
\$.	The aggregate number of shares which the corporation shall have authority to issue is:
	(a) If only one class: Total number of shares 1000 (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.):
	No Par
	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 Chapter 7-1.1 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.):
5	Provisions (if any) dealing with the grounding right of about 14.
5 .	Provisions (if any) dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended: See Schedule Attached. 96, 111.02 186
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. Pr ở vision	s (if any) for the regulation of	the internal aff	fairs of the corporation:
. The addr	ess of the initial registered offi	ce of the corpo	oration is 21 Clearview Drive (Street)
Cove	ntry,RI_	02816	and the name of its initial registered agent at such address is
	(City/Town)	(Zip Code)	
Jason	A Joubert		·
names ar until their 1956, as an	nd addresses of the persons of successors are elected and someoned, and there shall be no board of the control	who are to ser shall qualify ar f directors, state th	and the rive as directors until the first annual meeting of shareholders or re: (If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws, the titles of the initial officers of the corporation and the names and addresses of the chareholders or until their successors be elected and qualify.)
Title	Name		Address
Pres	Peter K Joubert		26 William St, Coventry, RI 02816
VP	Jason A Joubert		864 Middle Bridge Rd. Wakefield, RT 0287
Sec	Peter K Joubert		26 William St, Coventry, RI 02816
Treas	Jason A Joubert		864 Middle Bridge Rd, Wakefield, RI 0287
	Name K Joubert A Joubert		Address 26 William St, Coventry, RI 02816 864 Middle Bridge Rd, Wakefield, RI 028
0. Date w	hen corporate existence to be	gin:(not i	July 1, 1998 more than 30 days after filing of these articles of incorporation)
Dated (June 24 , 19 <u>98</u>		bonk Joubert
			I Pote a soubert
			Signature of each Incorporator
TATE OF OUNTY O	Rhode Island OF Providence		
	Cranston Peter K Joubert an		th_day of <u>June</u> , 19 <u>98</u> , personally appeared
`			ne parties executing the foregoing instrument, and they severally
	ged said instrument by them s		
•	•		$\binom{1}{2}$
		`	Notary Public Cours
			My Commission Expires: 1/31/2002

Fifth. Provisions (if any) dealing with the preemptive right of shareholders pursuant to 7-1.1-24 of the General Laws, 1956, as amended:

- 1. The shareholders shall not dispose of all or any part of their stock of the corporation, now owned or hereafter acquired by them, without the written consent of the other shareholders, or in the absence of such written consent, without first giving to the other shareholders and the corporation at least thirty (30) days written notice by certified mail of his or its intention to encumber or dispose of stock. The notice shall contain the price at which the shareholder is willing to dispose of the stock, the name and address of the person to whom the shareholder intends to transfer the stock if the offer is not accepted by the corporation. Within the thirty (30) day period, a special meeting of the shareholders shall be called by the corporation. At such meeting all the stock of the shareholder desiring to make any such disposition shall be offered for sale and shall be subject to an option to purchase on the part of the corporation which option shall be exercised, if at all, at the time of such meeting. The shareholder offering the stock shall not be entitled to vote at any meeting called for the purpose of considering such offer. The purchase price by the corporation shall be the lowest price at which the offering shareholder is willing to dispose of his or its stock, and such purchase price shall be payable in cash or by certified or bank check within sixty (60) days of the exercise of the option.
- 2. If all of the stock of the offering shareholder is not purchased by the corporation with the provisions of Section 1 of this Article Fifteen then the stock not so purchased shall be offered for sale and shall be subject to an option to purchase on the part of the other shareholders, which option, shall be exercised, if at all, at the time of the meeting of shareholders called pursuant to the provisions of Section 1. The purchase price and the payment of the purchase price shall be as provided in Section 1.

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