

Filing and License Fee: \$310.00 minimum

ID Number: 168167



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

FILED

MAY 25 2007

By AMF
11-26916

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign 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:

1. The name of the corporation is Metra Industries, Inc.

2. It is incorporated under the laws of New Jersey

3. The name, if different, which it elects to use in Rhode Island is:

(a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

(b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*

4. The date of its incorporation is June 23, 1980 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is
50 Muller Place Little Falls NJ 07424

6. The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard,
(Street Address, not P.O. Box)
Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is National Corporate Research, Ltd.
(Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

Utility Construction

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Director	<u>Gary E. Stivaly</u>	<u>243 Smull Ave. No. Caldwell NJ 07006</u>
Director	<u></u>	<u></u>
Director	<u></u>	<u></u>
Director	<u></u>	<u></u>

- (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	Gary E. Stivaly	243 Smull Ave. No. Caldwell NJ 07008
Vice President	Robert A. Deporte	11 Willow Street Cranford NJ 07016
Treasurer		
Secretary		

9. 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 or Statement that Shares are without Par Value</u>
100			no par value

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ -0-.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ -0-.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is -0- %. [divide (b) by (a) and multiply by 100 to obtain the percentage]
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ -0-.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 5,000,000.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is -0- % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: May 21, 2007

Given to and subscribed before me this

21 day of May 2007

Carol A. Quarto
CAROL A. QUARTO
 NOTARY PUBLIC OF NEW JERSEY
 Commission Expires 7/31/2010

Gary E. Stivaly
 Signature of Authorized Officer of the Corporation
 Type or Print Name of Authorized Officer

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

METRA INDUSTRIES, INC.
0100116079

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on June 23, 1980.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

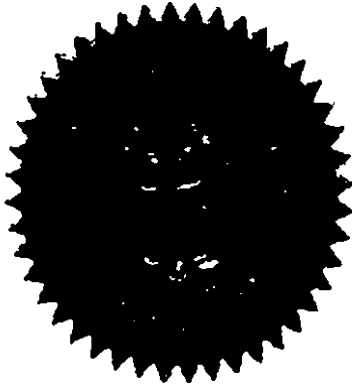
I further certify that the registered agent and registered office are:

*Metra Industries
50 Muller Place
Little Falls, NJ 07424 0000*

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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

METRA INDUSTRIES, INC.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
16th day of May, 2007

Bradley Abelow

Bradley Abelow
State Treasurer