

Filing and License Fee: \$230.00 minimum

ID Number:

150068



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

FILED

AUG 23 2005

By AMP

15635

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.2 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Taryx Technologies, Inc.

(This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended ) (Strike if inapplicable.)

2. The total number of shares which the corporation has authority to issue is:

(a) If only one class: Total number of shares 1000

or

(b) If more than one class: Total number of shares of each class \_\_\_\_\_

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:

3. The address of the initial registered office of the corporation is 65 Naragansett Avenue

(Street Address, not P.O. Box)

Jamestown

(City/Town)

, RI

02835

(Zip Code)

and the name of its initial registered agent

at such address is Rabbecca L. Eunis, CPA

(Name of Agent)

4. The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.
5. Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.

6. Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

**See Attachment**

[illegible]

7. The name and address of each incorporator is:

Name

Address

**See Attachment**

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8. These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing \_\_\_\_\_

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: **See Attachment**

\_\_\_\_\_

\_\_\_\_\_

Signature of each Incorporator

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

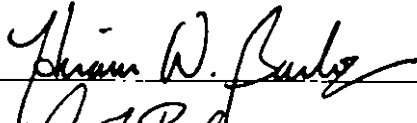
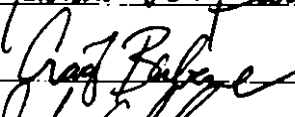
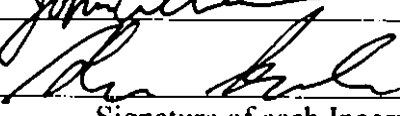
1. The shareholders shall not dispose of all or any part of their stock of the corporation, now owned or hereafter acquired by them, without the written consent of the other shareholders, or in the absence of such written consent, without first giving to the other shareholders and the corporation at 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 I 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.

**Seventh Provision:** The name and address of each incorporator is:

|                |                                        |
|----------------|----------------------------------------|
| Hiram Barber   | 43 Petal Lane, Wakefield, RI 02879     |
| Craig Barber   | 31 Lewis Road, Preston, CT 06365       |
| John Cullinane | 7 Fairside Drive, Richmond, RI 02812   |
| Brain Barber   | 34 Potter Hill Road, Grafton, MA 01519 |

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: July 28 2005

Signature of each Incorporator