

Filing Fee: \$150.00



State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903-1335

105379
Pending

Corp. I.D. #

BUSINESS CORPORATION

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 J.M. COURT CO., 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:

Sheet metal work, roofing, fabrication and installation of duct work for air conditioning and warm air heating units (no actual installation of either unit).

ES, 11/11/77

Vertical stamp or text on the right margin

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares 100

(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.)

All of which are without par value and all of which are one class and are common shares.

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:

The corporation shall have the right, in case of the sale of shares of stock of any stockholder, to purchase said shares at the lowest price at which the stockholder is willing to sell to any other party before the same shall be sold by him to any other party, provided, however, that the corporation shall exercise its right to purchase within fifteen (15) days after the stockholder shall have notified it in writing of his desire to sell said shares, and if the corporation shall decide to purchase said shares, such stockholder shall, upon tender of the purchase price thereof, transfer to the corporation the shares so sold, and if the corporation shall not elect to purchase said shares within the said fifteen (15) days, then such stockholder may, at any time within thirty (30) days, after the expiration of said fifteen (15) days, transfer said shares to any other party at not less than the price at which the same were offered to the corporation.

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

None

SEVENTH: The address of the initial registered office of the corporation is 44 Woodward Drive, Portsmouth, RI 02871 (add Zip Code) and the name of its initial registered agent at such address is: George R. Oliveira

George R. Oliveira
Signature of registered agent

EIGHTH: The number of directors constituting the initial board of directors of the corporation is -0- 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.)

Table with 2 columns: Name, Address. Rows include George R. Oliveira, President; Anne F. Oliveira, Vice President; Anne F. Oliveira, Treasurer; David M. Oliveira, Secretary.

NINTH: The name and address of each incorporator is:

Table with 2 columns: Name, Address. Row includes Ray H. Durfee, 47 Long Wharf Mall, Newport, RI 02840.

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

On Filing

Dated January 29, 1999

Ray H. Durfee
Signature of each incorporator
Ray H. Durfee

STATE OF RHODE ISLAND }
COUNTY OF Newport } In the ~~City~~ Town of Middletown.....
in said County this 29th day of January , A.D. 19 99.....
then personally appeared before me Ray H. Durfee

.....
.....
each and all known to me and known by me to be the party^x executing the foregoing instrument,
and they ~~severally~~ acknowledged said instrument by ^{him} ~~them~~ subscribed to be ^{his} ~~their~~ free act and
deed.

Kimberly J. Bellinger
Notary Public

KIMBERLY J. BELLINGER
Notary Public, Rhode Island
My Commission Expires June 18, 2001

FILED

MAR 11 1999

BY *[Signature]* 3 20 1999