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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

FILED

BUSINESS CORPORATION

OCT 06 2004

ARTICLES OF INCORPORATION

By KMCC46696

(To Be Filed In Duplicate Original)

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SECRETARY OF STATE
CORPORATIONS DIVISION
OCT 6 12 03 PM 2004

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:

- 1. The name of the corporation is AMD Sheet Metal, Heating, Ventilation & Air Conditioning Corp.

(This 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:

To act as a heating, ventilating and air conditioning contractor for the installation of heating units, air conditioning and cooling units, ventilating units, heat pumps and all kinds of apparatus, devices and inventions designed to warm, cool or regulate the humidity of the air in buildings of every kind and nature; fabricating and constructing of all necessary and required heating, air conditioning and ventilating ducts, pipes and intake and exhaust pipes, apparatus, devices, ducts and parts; to construct, process, fabricate, build, install, buy, sell and otherwise handle sheet metal and other kinds of metallic metals; to engage in the business of forming, punching, shearing, fabricating and tooling metals of all kinds and types; and generally do and perform any and all acts or things necessary, proper or convenient and/or incidental for the purposes of the business.

- 4. The aggregate number of shares which the corporation shall have authority to issue is:

(a) If only one class: Total number of shares 8,000 (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.):

\$1.00 Par Value per share

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, 1956, as amended, 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 preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

None

6. Provisions, if any, for the regulation of the internal affairs of the corporation:

The corporation is hereby authorized to make distributions to its shareholders out of its unreserved and unrestricted capital surplus in accordance with Section 7-1.1-41 of the Rhode Island General Laws.

7. The address of the initial registered office of the corporation is 68 Cumberland Street, Suite 203 (Street Address, not P.O. Box) Woonsocket, RI 02895 and the name of its initial registered agent at such address is Lloyd R. Gariepy (City/Town) (Zip Code) (Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is None 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 Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
<u>Pres., Sec., Treas.</u>	<u>Armand M. Dusablon</u>	<u>205 Hanton Road, North Smithfield, RI</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Lloyd R. Gariepy</u>	<u>68 Cumberland Street, Suite. 203, Woonsocket, RI</u>
_____	_____
_____	_____

10. Date when corporate existence is to begin Upon filing of these articles of incorporation (not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: September 30, 2004
Lloyd R. Gariepy

Signature of each Incorporator

STATE OF Rhode Island
COUNTY OF Providence

In Woonsocket, on this 30th day of September, 2004, personally appeared before me Lloyd R. Gariepy 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.

Elizabeth Hubert
Notary Public Elizabeth Hubert
My Commission Expires: 8/19/2006