Corp. I.D. # 87780

State of Rhode Island and Providence Plantations

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:

FIRST. The name of the corporation is GREGSON INDUSTRIAL SUPPLY, 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:

To purchase, sell, lease, produce, manufacture, import or otherwise acquire, own, hold, invest in and prepare for market, and in any mannner deal in and with brick, stone, lumber, cement and every and all other kinds of materials capable of use in the construction and repair of any kind of building; to establish and maintain plants, stores, warehouses and other manufacturing and distributing centers for the manufacture, assembly and distributing of any and every kind of packings and insulations of any kind of materials in appliances, equipment and construction in and for any kind of buildings; to generally carry on the business of dealers, processors and servicing in new and second hand building materials; and to do all things incidental thereto;

To transact any lawful business for which corporation may be incorporated under the Rhode Island Corporation Act; and to have all the powers conferred upon corporations organized under the Rhode Island Business Corporation Act.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.

(b) To sue and be sued, complain and defend, in its corporate name.

(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money and to use its credit to assist its employees.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.

(k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.

(q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.

(r) To have and exercise all powers necessary or convenient to effect its purposes

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

(a) *If only one class:* Total number of shares **1,000 no par value**

(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.)

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 shareholder 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 desrie 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:

Any action required or permitted to be taken at a meeting of shareholders by 7-1.1-30 of the General Laws may be taken without a meeting upon the written consent of less than all the shareholders entitled to vote thereon under the provisions of 7-1.1-30.3.

Powers normally vested in the Board of Directors under the provisions of 7-1.1-51 are vested in the President of the Corporation.

The Corporation may, from time to time, distribute to its shareholders, directly or by the purchase of its own shares, a portion of its assets, in cash or property out of the unreserved and unrestricted capital surplus of the corporation under the provisions of 7-1.1-41 and 7-1.1-51.

The Corporation shall have power to indemnify any person who was or is a party to a suit or proceeding, civil or criminal, under the provisions of 7-1.1-4.1.

SEVENTH. The address of the initial registered office of the corporation is 176 Eddie Dowling Highway, North Smithfield, RI 02896 (add Zip Code) and the name of its initial registered agent at such address is: PAUL P. BAILLARGEON, INC.

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 2 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.)

Name	*Address*
DAVID G. GREGSON	54 Pojac Point Road, No. Kingstown, RI
KATHLEEN A. GREGSON	54 Pojac Point Road, No. Kingstown, RI

NINTH. The name and address of each incorporator is:

Name	*Address*
DAVID G. GREGSON	54 Pojac Point Road, No. Kingstown, RI
KATHLEEN A. GREGSON	54 Pojac Point Road, No. Kingstown, RI

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

UPON FILING OF THESE ARTICLES OF INCORPORATION

Dated JANUARY 12, 1996

DAVID G. GREGSON David G. Gregson

Kathleen A. Gregson
KATHLEEN A. GREGSON

STATE OF RHODE ISLAND } In the ~~City~~ Town } of North Smithfield
COUNTY OF PROVIDENCE

in said county this 12th day of January, A.D. 1996

then personally appeared before me

DAVID G. GREGSON and KATHLEEN A. GREGSON

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.

Michelle A. Baillargeon
Notary Public

FILED
JAN 16 1996
By [illegible]
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