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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 Contract Fusion, Inc. |
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| OROX ROUDERS | АИННЖИДКАРН ХУПОВИТИНИ ИН ХЕНИКИ КИНДИКИЛИ КОГООТИВИТИНИК КУВ ХОТ ИПОВИВИТИНИ ПО И |
| Second. | The period of its duration is (if perpetual, so state) perpetual |

THERD. The purpose or purposes for which the corporation is organized are:

To transact any and all lawful business for which corporations may be incorporated under the Rhode Island Business Corporation Act. Such business will include, but is not limited to, manufacturing, by providing fusion welding services, and also the marketing of fusion welders and related products.

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.

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- (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, iend, 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,
- ()) 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.
- (1) To make and after 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.
- (a) 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.
- (a) 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/somemonxxxxxxxxxxxx enterprise.

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

Form 11A 10M 6 80 IOVER: FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) If only one class: Total number of stores | 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 p(r, value)

all of which are of a par value of one cent (\$.01) each and all of which are one class and are common shares.

44) If more than one class: Total number of chare-

(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 number, 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

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

Shareholders of the corporation shall have no preemptive rights to acquire unissued or treasury shares or securities convertible into shires or carrying a right to subscribe to or acquire shares.

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

- 1. The Board of Directors of the corporation may, from time to time, and in conformity with the provisions of the Business Corporation Act, 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.
- Any or all of the directors of the corporation may be removed for cause or without cause by the shareholders entitled to vote in the election of directors. Any one or more of the directors may be removed for cause by action of the Board of Directors.

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- 3. Except for those actions excluded by the provisions of the Rhode Island Business Corporation Act, any action required or permitted to be taken at a meeting of shareholders may be taken without a meeting upon the written consent of less than all the shareholders entitled to vote thereon if the shareholders who so consent would be entitled to cast at least the minimum number of votes which would be required to take such action at a meeting at which all shareholders entitled to vote thereon were present. In the event of such written action, prompt notice of such action shall be given to all shareholders who would have been entitled to vote upon the action if such meeting were held.
- The personal liability of the directors of the corporation is eliminated to the fullest extent permitted by the provisions of subsection (a) (6) of Section 7-1.1-48 of the Rhode Island Business Corporation Act, as the same may be amended and supplemented.
- 5. The corporation shall, to the fullest extent permitted by the Rhode Island Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify, and, in connection therewith, to purchase and maintain insurance, under said Act, from and against any and all of the expenses, liabilities or other matters referred to in or covered by said Act.

| | | registered office of the corporation is de lsland 02914-1378 (add Zip Code) |
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| and the name of its initial register | red agen ohn Cart | |
| corporation is two | and the r | tituting the initial board of directors of the names and addresses of the persons who are all meeting of shareholders or until their |
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| Name | | Address |
| John Carter | } | EFD, Inc. |
| John Carter, III | Ś | 977 Waterman Avenue |
| | | East Providence, Rhode Island 02914-1378 |

Ninth. The name and address of each incorporator is the same Name Name and address of each incorporator is the same and address of each incorporator is the

Stephen V. Burger

Carter, Ledyard & Milburn

2 Wall Street

New York, New York 10005

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

The date upon which the Secretary of the State of Rhode Island issues a Certificate of Incorporation for the corporation.

Dated Soptember 17 , 19 91

| NEW YORK STATE OF ARMODEX MOREOX | City |) | New York | • |
|---|---|----------------|--|-----------------------------------|
| COUNTY OF NEW YORK | x xxxxxx | 01 | | |
| STATE OF KNOWN KNOWN COUNTY OF NEW YORk in said county this | 17 Th day of | leptin | 46- | ., A.D. 1991, |
| then personally appeared | before me . Ste | phen V. Burge: | r | |
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| enchandadk known to me instrument, and the knows their free act and deed. | and known by me to walke acknowledged s |) Ourie I | ty executing to by them is to by them is to be them is to be the best of the b | the foregoing lbscribed to be his |

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LOUISE HARRISON
Matury Public, State of New York
No. 31-4800182
Qualitied in New York County
Commission Expires December 31, 1991

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RECURST OF STATE
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