Filing Fee: $150.00
License Fee: $15.00 minimum (§7-1.1-124)

ID Number: 130589

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Higgins Office Products, Inc.

2. It is incorporated under the laws of Maine

3. The name, if different, which it elects to use in Rhode Island is:

   (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*
   n/a

   (b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*
   n/a

4. The date of its incorporation is March 12, 1958 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is
   777 Broadway, South Portland, ME 04106

6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
   (Street Address, not P O. Box)
   Providence (City/Town), RI 02903 (Zip Code) and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM
   (Name of Agent)

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

   Plastic card equipment sales and service. Sale and service of embossers, imprinters, labeling hardware and software.

8. The names and respective addresses of the directors and officers are:

	Name	*Address*
Director	David R. Higgins, III	777 Broadway, South Portland, ME 04106
Director		
President	David R. Higgins, III	777 Broadway, South Portland, ME 04106
Vice President		
Treasurer	David R. Higgins, III	777 Broadway, South Portland, ME 04106
Secretary		

FILED
MAR 17 2003
By [signature]
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9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
5,000	Common	n/a	$10.00

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
31	Common	n/a	$10.00

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is $ 250,000 .

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is $ 0 .

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 %. [*divide (b) by (a) and multiply by 100 to obtain the percentage*].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is $ 5,500,000 .

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is $ 100,000 .

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 2 % [*divide (b) by (a) and multiply by 100 to obtain the percentage*].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: February 26, 2003

HIGGINS OFFICE PRODUCTS, INC.
Print Exact Name of Corporation Making Application

By [signature]

☒ President or ☐ Vice President (check one)

AND

By ______________________

☐ Secretary or ☐ Assistant Secretary (check one)

STATE OF Maine
COUNTY OF Cumberland

In S. Portland, on this 11 day of March, 2003, personally appeared before me David Higgins III who, being by me first duly sworn, declared that he/she is the President of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

[signature] DENNIS E. WORSTER
Notary Public
Notary Public, Maine
My Commission Expires: My Commission Expires June 1, 2007

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

State of Maine

Department of the Secretary of State

I, the Secretary of State of Maine, certify *that according to the provisions of the Constitution and Laws of the State of Maine, the Department of the Secretary of State is the legal custodian of the Great Seal of the State of Maine which is hereunto affixed and of the records of organization, amendment and dissolution of corporations and annual reports filed by the same.*

I further certify *that HIGGINS OFFICE PRODUCTS, INC., formerly SHEPARD'S, INC. is a duly organized business corporation under the laws of the State of Maine and that the date of incorporation is March 12, 1958.*

I further certify *that said business corporation has filed annual records due to this Department, and that no action is now pending by or on behalf of the State of Maine to forfeit the charter and that according to the records in the Department of the Secretary of State, said corporation is a legally existing business corporation in good standing under the laws of the State of Maine at the present time.*

In testimony whereof, I have caused the Great Seal of the State of Maine to be hereunto affixed. Given under my hand at Augusta, Maine, this twenty-sixth day of February 2003.

DAN GWADOSKY

Secretary of State

State of Maine

Department of the Secretary of State

I, the Secretary of State of Maine, certify that according to the provisions of the Constitution and Laws of the State of Maine, the Department of the Secretary of State is the legal custodian of the Great Seal of the State of Maine which is hereunto affixed and that the paper to which this is attached is a true copy from the records of this Department.

In testimony whereof, I have caused the Great Seal of the State of Maine to be hereunto affixed. Given under my hand at Augusta, Maine, this twenty-seventh day of February 2003.

DAN GWADOSKY

Secretary of State

Filing Fee (See Sec. 1401)

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FILED
02/17/1994

For Use By The Secretary of State
File No.
Fee Paid
C.B.
Date

STATE OF MAINE

Mary Cooper
Deputy Secretary of State

A True Copy When Attested By Signature

Deputy Secretary of State

ARTICLES OF AMENDMENT
(Amendment by Shareholders Voting as One Class)

Pursuant to 13-A MRSA §§805 and 807, the undersigned corporation adopts these Articles of Amendment:

FIRST: All outstanding shares were entitled to vote on the following amendment as *one* class.

SECOND: The amendment set out in Exhibit A attached was adopted by the shareholders (Circle one)

A. at a meeting legally called and held on, OR
B. by unanimous written consent on January 25, 1994.

THIRD: Shares outstanding and entitled to vote and shares voted for and against said amendment were:

Number of Shares Outstanding and Entitled to Vote	NUMBER Voted For	NUMBER Voted Against
31	31	

FOURTH: If such amendment provides for exchange, reclassification or cancellation of issued shares, the manner in which this shall be effected is contained in Exhibit B attached if it is not set forth in the amendment itself.

FIFTH: If the amendment changes the number or par values of authorized shares, the number of shares the corporation has authority to issue thereafter, is as follows:

Class	Series (If Any)	Number of Shares	Par Value (If Any)

The aggregate par value of all such shares (of all classes and series) *having par value* is $ ______.

The total number of all such shares (of all classes and series) *without par value* is ______ shares.

SIXTH: Address of the registered office in Maine: 100 Middle Street, P.O. Box 9729, Portland, ME 04104-5029
(street, city and zip code)

HIGGINS OFFICE PRODUCTS, INC.
(Name of Corporation)

By* [signature]
(signature)

John L. Carpenter
(type or print name and capacity)

By* ______
(signature)

______
(type or print name and capacity)

MUST BE COMPLETED FOR VOTE OF SHAREHOLDERS

I certify that I have custody of the minutes showing the above action by the shareholders.

[signature]
(signature of clerk, secretary or asst. secretary)

Dated: February 25, 1994

*In addition to any certification of custody of minutes this document *MUST* be signed by (1) the Clerk *OR* (2) the President or a vice-president *AND* the Secretary, an assistant secretary or other officer the bylaws designate as second certifying officer *OR* (3) if no such officers, a majority of the directors or such directors designated by a majority of directors then in office *OR* (4) if no directors, the holders, or such of them designated by the holders, of record of a majority of all outstanding shares entitled to vote thereon *OR* (5) the holders of all outstanding shares.

NOTE: This form should not be used if any class of shares is entitled to vote as a separate class for any of the reasons set out in §806, or because the articles so provide. For vote necessary for adoption see §805.

FORM NO. MBCA-9 Rev. 88 *SUBMIT COMPLETED FORMS TO:* Secretary of State, Station 101, Augusta, Maine 04333