

Filing Fee: \$150.00

ID Number:

117393



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

MAR 16 2001

By CE #43 26542

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

(To Be Filed In Duplicate Original)

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 Eastern Calibration Services, Inc.

(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 conduct and operate a business engaged in the technical adjustment, calibration, establishment of standards, for the tolerance and operation of various instruments and machines, and to conduct any other lawful business for which a corporation may be incorporated under Chapter 7-1.1 of the General Laws of the State of Rhode Island, 1956, as amended.

4. The aggregate number of shares which the corporation shall have authority to issue is:
- (a) If only one class: Total number of shares 200 (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.):
Without Par Value.

(b) If more than one class: Total number of shares or (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: Should any shareholder desire to sell the stock owned by him, he shall first offer the same to the corporation and he may demand a price not to exceed any bona fide offer made by a third party. Such price and the name of the offerer to be stated under oath. Whereupon, the corporation shall have thirty (30) days to accept or reject such offer. Should the corporation neglect or refuse to purchase such stock within (30) days the owner thereof shall then offer the same to other stockholders but not for a price less than that at which it was offered

CONTINUED ON ATTACHED SHEET

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

SEE ATTACHED STATEMENT

7. The address of the initial registered office of the corporation is 79 Roland Street, Woonsocket,
RI 02895 (Street Address, not P.O. Box) and the name of its initial registered agent
(City/Town) (Zip Code)
at such address is DENNIS MAKOWSKI
(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is ZERO DIRECTORS and the
CLOSED CORPORATION 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>President</u>	<u>Dennis Makowski</u>	<u>79 Roland Street, Woonsocket, RI</u>
<u>Vice-President</u>	<u>Dennis Makowski</u>	<u>79 Roland Street, Woonsocket, RI</u>
<u>Secretary</u>	<u>Dennis Makowski</u>	<u>79 Roland Street, Woonsocket, RI</u>
<u>Treasurer</u>	<u>Dennis Makowski</u>	<u>79 Roland Street, Woonsocket, RI</u>

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Dennis Makowski</u>	<u>79 Roland Street, Woonsocket, RI</u>

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

Date: 27 February 2001

Dennis Makowski
DENNIS MAKOWSKI

Signature of each Incorporator

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In Woonsocket, on this 27th day of February, 2001, personally

appeared before me DENNIS MAKOWSKI

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.

Robert H. Larder
Notary Public ROBERT H. LARDER
My Commission Expires: 24 June 2001

10. Hd Th 2 01
RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ADDITION TO ARTICLES OF INCORPORATION

Eastern Calibration Services, Inc.

Continuation of Provision 5:

to the corporation. Whereupon, the stockholders shall have thirty (30) days to accept or reject such offer. If any stockholders desire not to accept the offer, the others shall have the right to do so. Should all the stockholders neglect or refuse to purchase such stock within thirty (30) days, the owner thereof shall be at liberty to sell the same to any person or entity, but not for a price less than that at which it was offered to the corporation and the stockholders, and unless the transfer to any such person or entity shall be made within sixty (60) days from the date of the offer to the stockholders such shares of stock shall not be sold or transferred without being offered to the corporation and the stockholders for sale.

Provision 6:

Every director or officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director or officer of the corporation, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except that in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors or the officers of the Corporation, as the case may be, approve such settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification herein shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.