

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

PROGRESSIVE SYSTEMS TECHNOLOGY 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 engage in and act as a consultant for the development, purchase, sale, import, license, distribution and operation of computers and computer systems of every kind and description, ideas, systems procedures and services of any nature including without limiting the generality of the foregoing all types of products which possess an internal intelligence for recognizing and correlating any type of data or information to be processed, pattern interpretation, recognition and memory systems and equipment, optical scanning, analog and digital computers, components, all types of electrical, mechanical, electromechanical, and electronic products and systems such as for analysis of visible, radar, sonar, or other inputs, voice recognition and identification of voice elements and magnetic storage and drums.

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 common without 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:

No share of stock of this Corporation shall be transferred during the life of the shareholder whose stock is to be transferred, whether through the voluntary or involuntary act of a shareholder or by the operation of law, unless such shares shall have first been offered to the Corporation, which shall have for a period of fifteen (15) days after such offer is submitted to the Board of Directors of said company in writing the exclusive option to purchase such shares at a price equal to that price for which the shareholder wanting to sell such shares has a purchaser under contract or must sell at law. If said company shall not have exercised its option to purchase within such time, then each of the other shareholders shall have within the next fifteen (15) days the exclusive option to purchase that proportion of the shares submitted as each shareholder's stock interest bears to total stock interest excluding that stock interest which is being submitted, or to purchase proportionately any or all of the shares submitted if not purchased by the other shareholders at such a price. After the expiration of such time, the shareholders may then sell that part of the stock submitted which has not been purchased by either the company or the other shareholders for such price to the purchaser who has contracted for same or is entitled to same by law. Failure of the company or of the other shareholders to purchase any shares of stock so submitted shall not, as to any future sale or transfer, discharge any such shares of the company from any of the restrictions herein contained.

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

The corporation shall have power to indemnify any person who is or who was a party to any suit or proceeding, criminal or civil, as set forth in G.L. 1956 (1969 Reenactment) 7-1.1 - 4.1.

The corporation shall not authorize and/or issue any further stock, either voting or nonvoting, unless said authorization or issue is approved by the unanimous vote of all the issued and outstanding voting stock of the Corporation.

Salaries and all other remunerative compensation for directors, officers and other employees of the Corporation shall be determined by the unanimous vote of all the issued and outstanding voting stock of the Corporation.

The Articles of Association and the By-Laws of the Corporation shall be amended only by the unanimous vote of all the issued and outstanding voting stock of the corporation.

SEVENTH. The address of the initial registered office of the corporation is
191 Social Street, Woonsocket, Rhode Island 02895 (add Zip Code)
and the name of its initial registered agent at such address is:
Joseph DiGianfilippo, Esq.

EIGHTH. The number of directors constituting the initial board of directors of the corporation is one 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
Brian Laferte	100 Papineau Avenue, Woonsocket, RI 02895

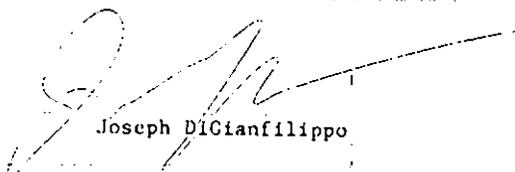
NINTH. The name and address of each incorporator is:

Name	Address
Joseph DiGianfilippo	191 Social Street, Woonsocket, RI 02895

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

Upon filing of Articles

Dated August 5, 1994


Joseph DiGianfilippo

