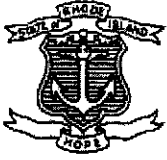


Filing and License Fee: \$230.00 minimum

ID Number: 144471



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State Matthew A. Brown  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

**BUSINESS CORPORATION**

**ARTICLES OF INCORPORATION**  
(To Be Filed In Duplicate Original)

**FILED**  
DEC 13 2004  
By CS2219  
fmc

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 **EVL Acquisition Company, 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 make investments in stock and other securities; and to engage in any other business activities permitted under the Rhode Island General Laws, 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 **8,000** (If the authorized shares are to consist of one class only the par value of such shares or a statement that all of such shares are to be without par value.):

**Common Stock, \$0.01 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 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:

**See Exhibit A, attached hereto and incorporated herein.**

SECRETARY OF STATE  
CORPORATIONS DIVISION

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

See Exhibit B, attached hereto and incorporated herein.

7. The address of the initial registered office of the corporation is 180 South Main Street  
(Street Address, not P.O. Box)  
Providence, RI 02903 and the name of its initial registered agent

at such address is James H. Hahn, Esquire  
(City/Town) (Zip Code)  
(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is two (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 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.)

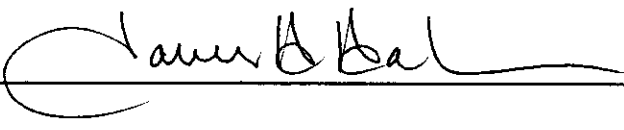
<u>Title</u>	<u>Name</u>	<u>Address</u>
<u>Director</u>	<u>William W. Humphrey, Jr.</u>	<u>590 Main Road, P.O. Box 39, Tiverton, RI 02878</u>
<u>Director</u>	<u>Scott R. Humphrey</u>	<u>590 Main Road, P.O. Box 39, Tiverton, RI 02878</u>
_____	_____	_____
_____	_____	_____

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>James H. Hahn, Esquire</u>	<u>180 South Main Street, Providence, RI 02903</u>
_____	_____

10. Date when corporate existence is to begin Upon Filing  
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)


Date: December 13, 2004



Signature of each Incorporator

STATE OF Rhode Island  
COUNTY OF Providence

In Providence, on this 13th day of December, 2004, personally appeared before me James H. Hahn, Esquire, 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.

  
Notary Public  
My Commission Expires: 8/15/2005

**EXHIBIT A**

The shareholders shall have no preemptive right to acquire unissued or treasury shares or securities convertible into shares or carrying a right to subscribe to or acquire shares.

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## **EXHIBIT B**

1. The corporation may, from time to time, and in conformity with the provisions of the Rhode Island 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.

2. Except for those actions excluded by Section 7-1.1-30.3(b) 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 all the shareholders entitled to vote thereon.

3. No director shall have personal liability to the corporation or to its shareholders for monetary damages for breach of such director's duty as a director provided that this provision shall not eliminate or limit the liability of such director: (i) for any breach of the director's duty of loyalty to the corporation or to its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 7-1.1-43 of the Rhode Island Business Corporation Act; or (iv) for any transaction from which the director derived an improper personal benefit (unless such transaction is permitted by Section 7-1.1-37.1 of the Rhode Island Business Corporation Act).

4. The corporation may provide, either in the corporation's bylaws or by contract, for the indemnification of directors, officers, employees and agents, by whomever elected or appointed, to the full extent presently permitted by law; provided, however, that if the applicable law is hereafter modified to permit indemnification in situations where it was not theretofor permitted, then such indemnifications may be permitted to the full extent permitted by such law as amended.