

Filing Fee: \$70.00

ID Number: 20270



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

RESTATED ARTICLES OF INCORPORATION

Pursuant to the provisions of Section 7-1.1-59 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Restated Articles of Incorporation:

1. The name of the corporation is INSCO, Inc.

2. The period of its duration is (if perpetual, so state) perpetual

3. The specific purpose or purposes which the corporation is authorized to pursue are: See Exhibit A attached hereto.

4. The aggregate number of shares which the corporation has authority to issue is: (a) If only one class: Total number of shares (If the authorized shares 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 of all classes of stock 27,830 (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 insofar as the same are fixed in the articles of incorporation, and a statement of any authority vested in the board of directors to establish series and fix and determine the variations in the relative rights and preferences as between series.):

See Exhibit B attached hereto

FILED

DEC 30 2003

By C15206

EO: 12812-8 DE 2003

STATE OF RHODE ISLAND
SECRETARY OF STATE
PROVIDENCE

5. Existing provisions, if any, dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

The Shareholders shall have no pre-emptive rights.

6. Existing provisions, if any, for the regulation of the internal affairs of the corporation are:

See Exhibit C attached hereto.

7. The restated articles of incorporation correctly set forth without change the corresponding provisions of the articles of incorporation, as heretofore amended, and supersede the original articles of incorporation and all amendments thereto.

8. As required by Section 7-1.1-59 of the General Laws, the corporation has paid all fees and franchise taxes.

9. Date when restated articles of incorporation are to become final upon filing
(not prior to, nor more than 30 days after, the filing of restated articles)

Date: 12/22/2003

INSCO, Inc.

Print Corporate Name

By [Signature]
 President or Vice President (check one)

By [Signature] ^{AND}
 Secretary or Assistant Secretary (check one)

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Lincoln, RI, on this 22nd day of DECEMBER, 2003, personally appeared Edmund M. Mauro, III, President and Henry F. McManus, Secretary who, being by me first duly sworn, declared that ~~these~~ ^{they} are ~~the~~ ^{the} President and Secretary of the corporation and that ~~he~~ ^{they} signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

[Signature]
Notary Public
My Commission Expires 11/12/04

EXHIBIT A

Manufacturing, buying, selling and otherwise dealing in, at wholesale or retail, pipe fittings, pipe valves, and pipes of any kind and nature, and manufacturing, buying, selling and otherwise dealing in taking, acquiring, buying, holding, owning, managing, working, and otherwise dealing in patents and patented processes for oil burners of all sizes and description, steam and plumbing equipment; also manufacturing, purchasing or otherwise acquiring, owning, mortgaging, pledging, selling or otherwise dealing in goods, wares, merchandise, and real and personal property of every class and description; also purchasing or otherwise acquiring, holding, owning, mortgaging, selling, leasing, conveying, or otherwise dealing in real or personal property of every class and description in any of the states and districts of the United States; and in general, to do any and all things necessary, suitable and proper for the accomplishment of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in this state, or throughout the United States, as well as any other jurisdiction; and to do any other act or acts, thing or things, incidental or pertinent to or connected with the business hereinbefore described or any part or parts thereof, to promote the interests of the Corporation.

Exhibit B
to
Restated Articles of Incorporation
of
INSCO, Inc.

Continuation of Article 4:

(a) The aggregate number of shares which the Corporation shall have authority to issue is 27,830, consisting of two (2) classes, divided and designated as follows: 10,000 shares of Class A Voting Common Stock, no par value and 17,830 shares of Class B Non-Voting Common Stock, no par value. The relative powers, preferences and rights of the shares in each class of capital stock, and the qualifications, limitations or restrictions thereof, are set forth in paragraphs (b) and (c) below.

(b) Except as otherwise required by law, voting rights for the election of directors and for all other purposes shall be vested exclusively in the holders of Class A Voting Common Stock, and the holders of Class B Non-Voting Common Stock shall not be entitled to vote. Each holder of shares of Class A Voting Common Stock shall have one (1) vote per share of Class A Voting Common Stock.

(c) Class A Voting Common Stock and Class B Non-Voting Common Stock shall have the same terms, rights, preferences and limitations except as provided in paragraph (b) above as to voting rights.

**EXHIBIT C
TO
RESTATED ARTICLES OF INCORPORATION
OF
INSCO, INC.**

6. Provisions for the regulation of the internal affairs of the Corporation:
- I. Except as otherwise provided by the Rhode Island Business Corporation Act, as has been or may hereafter be amended (the "Act"), any action required or permitted to be taken at a meeting of shareholders by the Act, by these articles of incorporation or by the by-laws of the Corporation may be taken without a meeting upon the written consent of less than all of 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 are present.
 - II. The Board of Directors of the Corporation shall have the authority to 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, without the affirmative vote of the shareholders of any class of the capital stock of the Corporation.
 - III. (A) A Director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of the Director's duty as a Director, except for (i) liability for any breach of the Director's duty of loyalty to the Corporation or its shareholders, (ii) liability for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) liability imposed pursuant to the provisions of Section 43 of the Act, or (iv) liability for any transaction (other than transactions approved in accordance with Section 37.1 of the Act) from which the Director derived an improper personal benefit. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent so permitted. Any repeal or modification of this provision by the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing prior to such repeal or modification.

(B) The Directors of the Corporation may include provisions in the Corporation's by-laws, or may authorize agreements to be entered into with each Director, officer, employee or other agent of the Corporation (an "Indemnified Person"), for the purpose of indemnifying an Indemnified Person in the manner and to the extent permitted by the Act.

In addition to the authority conferred upon the Directors of the Corporation by the foregoing paragraph, the Directors of the Corporation may include provisions in its by-laws, or may authorize agreements to be entered into with each Indemnified Person, for the purpose of indemnifying such person in the manner and to the extent provided herein:

(i) The by-law provisions or agreements authorized hereby may provide that the Corporation shall, subject to the provisions of this Article, pay, on behalf of an Indemnified Person any Loss or Expenses arising from any claim or claims which are made against the Indemnified Person (whether individually or jointly with other Indemnified Persons) by reason of any Covered Act of the Indemnified Person.

(ii) For the purposes of this Article, when used herein

(1) "Directors" means any or all of the directors of the Corporation or those one or more shareholders or other persons who are exercising any powers normally vested in the board of directors.

(2) "Loss" means any amount which an Indemnified Person is legally obligated to pay for any claim for Covered Acts and shall include, without being limited to, damages, settlements, fines, penalties or, with respect to employee benefit plans, excise taxes;

(3) "Expenses" means any expenses incurred in connection with the defense against any claim for Covered Acts, including, without being limited to, legal, accounting or investigative fees and expenses or bonds necessary to pursue an appeal of an adverse judgment; and

(4) "Covered Act" means any act or omission of an Indemnified Person in the Indemnified Person's official capacity with the Corporation and while serving as such or while serving at the request of the Corporation as a member of the governing body, officer, employee or agent of another corporation, including, but not limited to corporations which are subsidiaries or affiliates of the Corporation, partnership, joint venture, trust, other enterprise or employee benefit plan.

(iii) The by-law provisions or agreements authorized hereby may cover Loss or Expenses arising from any claims made against a retired Indemnified Person, the estate, heirs or legal representatives of a deceased Indemnified Person or the legal representative of an incompetent, insolvent or bankrupt Indemnified Person, where the Indemnified Person was an Indemnified Person at the time the Covered Act upon which such claims are based occurred.

(iv) Any by-law provisions or agreements authorized hereby may provide for the advancement of Expenses to an Indemnified Person prior to the final

disposition of any action, suit or proceeding, or any appeal therefrom, involving such Indemnified Person and based on the alleged commission by such Indemnified Person of a Covered Act, subject to an undertaking by or on behalf of such Indemnified Person to repay the same to the Corporation if the Covered Act involves a claim for which indemnification is not permitted under clause (v), below, and the final disposition of such action, suit, proceeding or appeal results in an adjudication adverse to such Indemnified Person.

(v) The by-law provisions or agreements authorized hereby may not indemnify an Indemnified Person from and against any Loss, and the Corporation shall not reimburse for any Expenses, in connection with any claim or claims made against an Indemnified Person which the Corporation has determined to have resulted from: (1) any breach of the Indemnified Person's duty of loyalty to the Corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; (3) action contravening Section 43 of the Act; or (4) a transaction (other than a transaction approved in accordance with Section 37.1 of the Act) from which the person seeking indemnification derived an improper personal benefit.