

State of Rhode Island and Providence Plantations

April 11, 1968

WE, the undersigned officers of

ACS INDUSTRIES, INC.

a corporation duly incorporated under the laws of the State of Rhode Island, HEREBY CERTIFY, that at a meeting of the stockholders of said corporation, duly called for the purpose, and held in the City of Woonsocket, in said State, on the 14th day of November, A. D. 1967, the following amendment(s) to the Articles of Association (or Charter) was (or were) duly adopted by an affirmative vote of the following proportion of the stockholders of said corporation, viz:— One Hundred Per Cent (100%)

which said vote amends or adds the following Article(or Articles)to read as follows,viz.-

"Article No. THIRD: Said corporation is formed (as permitted by Section 7-2-3 of the General Laws) for the purpose of:

- A. Buying, selling, manufacturing, weaving, knitting, extruding, processing and otherwise dealing in plastics and plastic materials of every nature and description.
- B. Buying, selling, manufacturing, processing and otherwise dealing in wire and plastic products, including without limitation, wire and plastic sponges.
- C. Buying, selling, manufacturing, fabricating and otherwise dealing in wire mesh and wire products.
- D. Manufacturing, processing, purchasing, selling, trading and dealing in and with goods, wares, and merchandise of every kind, nature and description; ~~discovering~~ ~~inventing~~ ~~or~~ ~~acquiring~~ ~~processes~~, ~~improvements~~, ~~inventions~~, ~~designs~~, ~~patents~~, ~~patent~~ ~~rights~~ ~~and~~ ~~licenses~~, ~~trade~~ ~~marks~~, ~~trade~~ ~~names~~, ~~copyrights~~ ~~and~~ ~~trade~~ ~~secrets~~ ~~applicable~~ ~~to~~ ~~any~~ ~~of~~ ~~the~~ ~~foregoing~~, ~~and~~ ~~holding~~, ~~using~~, ~~selling~~, ~~licensing~~ ~~the~~ ~~use~~ ~~of~~ ~~and~~ ~~otherwise~~ ~~dealing~~ ~~in~~ ~~or~~ ~~disposing~~ ~~of~~ ~~the~~ ~~same~~.
- E. Buying, selling, mortgaging, leasing, licensing and otherwise dealing in real estate and all interests therein.
- F. Guaranteeing any bonds, securities or evidence of indebtedness created by or dividends on or a certain amount per share in liquidation of the capital stock of any other corporation or corporations created by this state or by any other state, country, nation or government."

"Article No. FIFTH: The total amount of authorized capital stock of said corporation, with par value, shall be \$1,300,000.00 as follows, viz:

First preferred stock - Series A in the amount of \$250,000.00 to be divided into 2,500 shares of the par value of \$100.00 each.

First preferred stock - Series B in the amount of \$250,000.00 to be divided into 2,500 shares of the par value of \$100.00 each.

Second preferred stock - Series A in the amount of \$400,000.00 to be divided into 4,000 shares of the par value of \$100.00 each.

Second preferred stock - Series B in the amount of \$400,000.00 to be divided into 4,000 shares of the par value of \$100.00 each.

The total number of shares of capital stock authorized, without par value, shall be 1,000 shares as follows, viz:

1,000 shares of common stock, without par value.

The holders of the first preferred stock, Series A and B, shall be entitled to receive, when and as declared from the surplus or net profits of the corporation, yearly non-cumulative dividends at the ~~rate of six~~ rate of six per centum (6%) per annum, and no more, payable on dates to be fixed by the directors. The dividends on the first preferred stock shall be payable before any dividends on the second preferred stock or the common stock shall be paid or set aside.

The holders of the second preferred stock, Series A and B, shall be entitled to receive, when and as declared from the surplus or net profits of the corporation, yearly non-cumulative dividends at the rate of five per centum (5%) per annum, and no more, payable on dates to be fixed by the directors. The dividends on the second preferred stock shall be payable before any dividends on the common stock shall be paid or set aside.

The serial designation of the preferred stock shall have no significance except as specifically set forth herein.

The common stock shall be subject to the prior rights of the holders of the preferred stock as herein set forth and shall be entitled to such dividends as the Board of Directors may declare only out of any surplus or net profits remaining after the payment of the full dividends for any year on the preferred stock or after there shall have been set aside from ~~the surplus or net profits~~ the surplus or net profits a sum sufficient for the payment of full dividends on the preferred stock for such year.

In the event of any liquidation or dissolution or winding up, whether voluntary or involuntarily, the holders of the first preferred stock, Series A and B, shall be entitled to be paid in full the par value of their shares before any amount shall be paid to the holders of the second preferred stock or common stock; and after the payment to the holders of the first preferred stock of its par value the holders of the second preferred stock, Series A and B, shall be entitled to be paid in full the par value of their shares before any amount shall be paid to the holders of the common stock; and after such payments to the holders of preferred stock, the remaining assets and funds shall be divided and paid to the holders of the common stock according to their respective shares.

The holders of preferred stock shall not have any preemptive right to subscribe for any of the common stock that may be issued by the corporation.

Except as hereinafter otherwise stated, each share of first preferred stock, second preferred stock and common stock shall have one vote.

~~XXXXXXXX~~ After the death of Clara Botvin the holders of first preferred stock - Series A and second preferred stock - Series A, shall be entitled to no voting power and the holders of first preferred stock - Series B, second preferred stock - Series B and common stock, shall continue to be entitled to full voting power."

"Article No.

[CORPORATE SEAL]

ATTEST:

George B. [Signature]
President ~~XXXXXXXXXXXX~~

Clara Botvin
Secretary ~~XXXXXXXXXXXX~~

State of Rhode Island,
County of PROVIDENCE . }

In the City of Woonsocket
on this 11th day of April
A. D. 1968, subscribed and sworn to before me.

Nicholas M. [Signature]
Notary Public.

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BUSINESS

ORIGINAL

CERTIFICATE OF AMENDMENT OF
ARTICLES OF ASSOCIATION OR
CHARTER OF

ACS INDUSTRIES, INC.

Duly Incorporated Under the Laws of
the State of Rhode Island.

Car
EFW O.K.

MAY - 6 - 68 SEC. OF STATE 360 CG**+27...

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

MAY 6 - 1968

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State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No 38951

Providence May 6 1968

I Hereby Certify That ACS Industries, Inc.

has paid into the State Treasury a fee of 82.57 Eighty two and 57/100 Dollars for Income in Capital Stock
in accordance with the provisions of 7-1-9, General Laws.

Raymond H. Hawley
General Treasurer.