

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Tech Industries, Inc.		08/06/2004	CORPORATION: RHODE ISLAND
RECEIVING PARTY DATA			
Name:	Portola Tech International, Inc.		
Street Address:	85 Fairmont Street		
City:	Woonsocket		
State/Country:	RHODE ISLAND		
Postal Code:	02895		
Entity Type:	CORPORATION: RHODE ISLAND		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1646041	TI	
Registration Number:	1653673	TECH INDUSTRIES, INC.	
CORRESPONDENCE DATA			
Fax Number:	(312)861-2200		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	312-861-2000		
Email:	dgasiorowski@kirkland.com		
Correspondent Name:	Kirkland & Ellis LLP		
Address Line 1:	200 East Randolph Drive		
Address Line 2:	c/o Donna Gasiorowski, Sr. Legal Asst.		
Address Line 4:	Chicago, ILLINOIS 60601		
ATTORNEY DOCKET NUMBER:	23160-18 DRG		
NAME OF SUBMITTER:	Donna Gasiorowski		
Signature:	/Donna Gasiorowski/		

CH \$65.00 1646041



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

The Office of the Secretary of State of the State of Rhode Island and Providence Plantations, HEREBY CERTIFIES, that

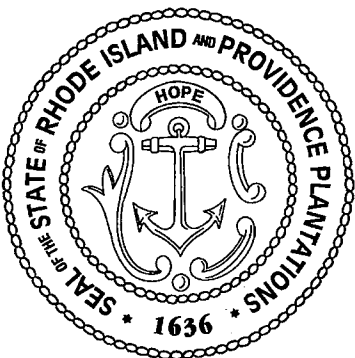
Portola Tech International, Inc.

a Rhode Island corporation, filed articles of association in this office on the twenty-second day of June, A.D., 1960; and

IT IS FURTHER CERTIFIED that as of this date said corporation is duly organized and existing under and by virtue of the laws of the State of Rhode Island and is in good standing according to the records of this office.

SIGNED AND SEALED this twenty-third day of July, A.D. 2008.

Secretary of State





State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

Date: July 23, 2008

Portola Tech International, Inc.

(49 Pages)

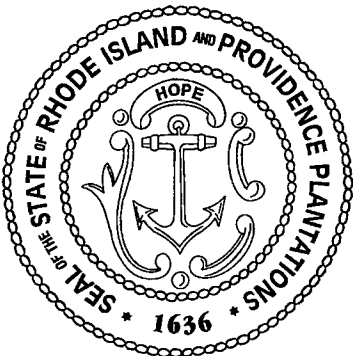
A TRUE COPY WITNESSED UNDER THE SEAL OF THE STATE OF
RHODE ISLAND AND PROVIDENCE PLANTATIONS

A. Ralph Mollis

Secretary of State

BY

Jeanne-Marie DeMasi





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

FILED

AUG 06 2004

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION

(To Be Filed In Duplicate Original)

By [Signature]

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

- 1. The name of the corporation is Tech Industries, Inc.
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on August 3, 2004, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

(If additional space is required, please list on separate attachment)

See Exhibit A attached hereto

- 3. The number of shares of the corporation outstanding at the time of such adoption was 7,840; and the number of shares entitled to vote thereon was 392.
4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (If inapplicable, insert "none.")

Table with 2 columns: Class, Number of Shares. Row 1: Class A Common, 392.

5. The number of shares voted for such amendment was 392; and the number of shares voted against such amendment was -0-.

6. The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (If inapplicable, insert "none.")

Class	Number of Shares Voted	
	For	Against
Class A Common	392	-0-

7. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

No change

8. The manner in which such amendment effects a change in the amount of stated capital, and the amount (expressed in dollars) of stated capital as changed by such amendment, are as follows: (If no change, so state)

No change

9. As required by Section 7-1.1-57 of the General Laws, the corporation has paid all fees and franchise taxes.

10. Date when amendment is to become effective upon filing of these Articles of Amendment
(not prior to, nor more than 30 days after, the filing of these articles of amendment)

Date: August 3, 2004

TECH INDUSTRIES, INC.
Print Corporate Name

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

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

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Noonsocket, on this 3RD day of August, 2004 personally appeared before me William WAST who, being by me first duly sworn, declared that he/she is the PRESIDENT of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

[Signature]
Notary Public
My Commission Expires: 10-13-04

**EXHIBIT A
TO
ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
TECH INDUSTRIES, INC.
(CORPORATE ID# 9251)**

VOTED: That the Corporation deems it advisable to change its name to "Portola Tech International, Inc." and to delete the reference to its status as a "close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended," with no directors, to a business corporation, with directors; and it is further;

VOTED: That the Articles of Incorporation of the Corporation be amended by changing Article FIRST so that, as amended, said Article shall be and read as follows:

"FIRST: The name of the Corporation is Portola Tech International, Inc."; and it is further

VOTED: That the following individuals be, and they hereby are, elected as Directors of the Corporation, to serve until the next annual meeting of the Sole Shareholder of the Corporation or until their successors are duly elected and qualified:

Jack L. Watts
James A. Taylor
Dennis Berg

RECEIVED
SECRETARY OF STATE
CORPORATE DIV.
AUG 6 1 42 PM '04

FILED

AUG 06 2004

By 

PRV_633472_1/DPHELAND

**TRADEMARK
REEL: 003878 FRAME: 0007**

Filing Fee: \$10.00

STATEMENT OF
CANCELLATION OF REDEEMABLE SHARES
OF

TECH INDUSTRIES, INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-61 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement of cancellation by redemption or purchase of redeemable shares of the corporation:

FIRST: The name of the corporation is TECH Industries, Inc.

SECOND: The number of redeemable shares of the corporation cancelled through redemption or purchase is 8, itemized as follows:

<u>Class</u>	<u>Series</u>	<u>Number of Shares</u>
Common	--	8

THIRD: The aggregate number of issued shares of the corporation after giving effect to such cancellation is 392, itemized as follows:

<u>Class</u>	<u>Series</u>	<u>Number of Shares</u>
Common	--	392

FOURTH: The amount of the stated capital of the corporation after giving effect to such cancellation is \$ 153,860

FIFTH: The number of shares which the corporation has authority to issue after giving effect to such cancellation is 2,000, itemized as follows:

<u>Class</u>	<u>Series</u>	<u>Number of Shares</u>
Common	--	1,000
Preferred	--	1,000

Dated February 3, 1993

TECH INDUSTRIES, INC.

By Debra M. Way
Its President

and James J. Carica
Its Secretary

Rec'd & Filed **MAR 15 1993**

AMT#29
112377

STATE OF RHODE ISLAND

COUNTY OF Providence } SC.

At Woonsocket, RI in said county on this 3rd day
of February, 1993, personally appeared before me
DAVID M. WANG, who, being by me first duly sworn, declared that he is the
President of TECH Industries, Inc.

that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

Jarvis E. Zagrodny
Notary Public

(NOTARIAL SEAL)

~~My Commission Expires June 13, 1993~~

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
MAR 15 11 52 AM '93

Filing Fee \$30.00

State of Rhode Island and Providence Plantations

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

9251

TECH INDUSTRIES, INC.

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Tech Industries, Inc.

SECOND: The shareholders of the corporation on December 7, 1992, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

SEE CONTINUATION PAGES 1A AND 2A ATTACHED.

Rec'd & Filed MAR 15 1993

AMB #29
112377

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 392; and the number of shares entitled to vote thereon was 392

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
Common	392

FIFTH: The number of shares voted for such amendment was 392; and the number of shares voted against such amendment was -0-

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
None		

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

Three hundred ninety-two shares of the presently issued and outstanding Common Stock shall be reclassified as Class A Voting Common Stock.

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (If no change, so state)

No Change.

Dated February 3, 1993

TECH INDUSTRIES, INC.
By David M. W...
Its President
and James J. Carina
Its Secretary

CONTINUATION PAGE 1A
 OF ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION
 OF
 TECH INDUSTRIES, INC.

RESOLVED: That the Corporation's Articles of Incorporation be amended to eliminate the presently authorized one thousand (1,000) shares of Preferred Stock, One Thousand Dollars (\$1,000.00) par value per share.

RESOLVED: That the Corporation's Articles of Incorporation be further amended by decreasing the number of authorized shares of the current single class of Common Stock to three hundred ninety-two (392) shares, without par value, and designating these shares as Class A Voting Common Stock, and by authorizing eight thousand (8,000) shares of a new Class B Non-Voting Common Stock, without par value.

RESOLVED: That Article Fifth of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

"ARTICLE FIFTH: The total number of shares of capital stock authorized, without par value, shall be eight thousand three hundred ninety-two (8,392) shares as follows: VIS:-three hundred ninety-two (392) shares of Class A Voting Common Stock, without par value, and eight thousand (8,000) shares of Class B Non-Voting Common Stock, without par value."

Description of Class of Stock

1. Voting Rights

Except as otherwise required by law, the Class A Voting Common Stock shall be the sole voting stock of the Corporation. Each share of such stock shall entitle the owner thereof to one (1) vote at all meetings of the Stockholders.

2. Right of First Refusal

(a) In the event that any holder of the Class A Voting Common Stock or the Class B Non-Voting Common Stock intends to sell or otherwise dispose of all or a portion of his holdings of such stock, other than by gift or a transfer to the heirs or legatees of such holder, such holder shall give written notice of such intent to the Corporation at least ninety (90) days prior to the proposed sale or other disposition of such stock, which notice shall be addressed to the President of the Corporation and delivered at the offices of the Corporation and shall include the number of shares such holder intends to sell or otherwise dispose of, the person or persons to whom the proposed sale or other disposition is to be made, and the anticipated terms and conditions of the sale or other disposition. During the ninety (90) day period following receipt of such notice, the Corporation, through its President, shall have the

right, in its sole discretion, to redeem in the aggregate not less than the total number of shares covered by such notice on the same terms and conditions as were contained in such notice. If the Corporation has not exercised its right to redeem the shares covered by such notice within such ninety (90) day period, the holder of the shares may sell or otherwise dispose of the shares covered by such notice and may execute any agreements related to or necessary for the transfer of such shares on terms and conditions which are not less favorable to the holder than the terms and conditions contained in such notice. In the event that a holder fails to comply with the requirements for written notice provided herein, the Corporation in its sole discretion shall have the right to redeem not less than all of the shares sold or otherwise disposed of by the holder for an amount equal to the consideration paid the holder for such shares which right shall commence on the date the stock certificates are presented for transfer on the Corporation's books and shall continue for the ninety (90) day period following such date.

(b) All capital stock redeemed by the Corporation shall be cancelled and not reissued.

(c) Notice of every redemption provided for herein shall be mailed at least fifteen (15) days prior to the date fixed for such redemption to the holders of record of the shares so to be redeemed at their respective addresses as the same shall appear on the books of the Corporation; no failure to mail such notice nor any defect therein nor in the mailing thereof shall affect the validity of the procedure for the redemption of any shares so to be redeemed. If such notice of redemption shall have been duly given by the Corporation and if on or before the redemption date specified therein, either (i) all of the funds necessary for redemption shall have been set aside by the Corporation, separate and apart from its other funds, in trust for the pro rata benefit of the holders of the shares so called for redemption, so as to be and continue to be available therefor; or (ii) the funds necessary for such redemption shall have been deposited by the Corporation with a bank or trust company designated in such notice, and the Corporation shall have given such bank or trust company irrevocable authorization to pay such funds to the holders of the shares so called for redemption at the redemption price therefor, then notwithstanding that any certificate for shares so called for redemption shall not have been surrendered for cancellation, all shares so called for redemption after such redemption date, and all rights with respect to such shares shall forthwith, on such redemption date, cease and terminate without interest. Any interest on funds deposited by the Corporation shall be paid to the Corporation from time to time.

(d) Any funds so set aside or deposited by the Corporation and unclaimed at the end of six (6) years from such redemption date shall be released or repaid to the Corporation after which the holders of the shares so called for redemption shall look only to the Corporation for payment thereof."

STATE OF RHODE ISLAND

COUNTY OF Providence

} Sc.

At Woonsocket, RI in said county on this 3rd day of February, 1993, personally appeared before me DAVID M. WANG, who, being by me first duly sworn, declared that he is the President of TECH INDUSTRIES, INC.

that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Janet E. Zagrody
Notary Public

(NOTARIAL SEAL)

My Commission Expires June 19, 1993

Filing Fee: ~~\$10.00~~ \$5.00

STATEMENT OF
CANCELLATION OF REDEEMABLE SHARES
OF

Tech Industries, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-61 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement of cancellation by redemption or purchase of redeemable shares of the corporation:

FIRST: The name of the corporation is Tech Industries, Inc.

SECOND: The number of redeemable shares of the corporation cancelled through redemption or purchase is 2000, itemized as follows:

<u>Class</u>	<u>Series</u>	<u>Number of Shares</u>
\$1000 Par Value Preferred		1000

THIRD: The aggregate number of issued shares of the corporation after giving effect to such cancellation is 400, itemized as follows:

<u>Class</u>	<u>Series</u>	<u>Number of Shares</u>
No Par- Common		400

FOURTH: The amount of the stated capital of the corporation after giving effect to such cancellation is \$ 16,000

FIFTH: The number of shares which the corporation has authority to issue after giving effect to such cancellation is 1400, itemized as follows:

<u>Class</u>	<u>Series</u>	<u>Number of Shares</u>
\$1000 Par Value Preferred	1	1000
No Par-Common	2883	400

Dated Jan 17, 1983

By Tech Industries, Inc.
Richard Alayp
 Its President
 and Henry Bromberg
 Its Secretary

STATE OF RHODE ISLAND

COUNTY OF Providence } Sc.

85 Fairmount Street

At Woonsocket, R.I.

in said county on this 17th day

of January, 1983, personally appeared before me

Herbert Wang, who, being by me first duly sworn, declared that he is the

President of Tech Industries, Inc.

85 Fairmount Street, Woonsocket, R.I.,

that he signed the foregoing document as President of the

corporation, and that the statements therein contained are true.

Janet E. Zagrodny
Notary Public

(NOTARIAL SEAL)

MY COMMISSION EXPIRES JUNE 30, 1986

State of Rhode Island and Providence Plantations

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

TECH INDUSTRIES, INC.

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is TECH INDUSTRIES, INC.

SECOND: The shareholders of the corporation on June 15, 1982, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

To amend Article SECOND to read as follows:

ARTICLE SECOND: The name of the Corporation is TECH INDUSTRIES, INC. (a close Corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended).

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 1400; and the number of shares entitled to vote thereon was 400

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
Common - no par value	400

FIFTH: The number of shares voted for such amendment was 400; and the number of shares voted against such amendment was 0

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
Common - no par value	400	0

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

No change

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (If no change, so state)

No change

Dated July 27, 1982

TECH INDUSTRIES, INC.
By Herbert Wang
Its President
and Henry Bramberg
Its Secretary

STATE OF RHODE ISLAND

COUNTY OF *Providence* } SC.
Woon. R.I.

At *85 Fairmount St.* in said county on this *27th* day of

July, 19*82*, personally appeared before me *Herbert*

Wang, who, being by me first duly sworn, declared that he is the

President of *Tech Industries, Inc.*

85 Fairmount Street, Woonsocket Rhode Island

that he signed the foregoing document as *President* of the corporation, and that the statements therein contained are true.

Janet E. Zagrodny
Notary Public
July 27, 1982
MY COMMISSION EXPIRES JUNE 30, 1986

(NOTARIAL SEAL)

JUL 28 1982
[Handwritten signature]

.....06...30.00

28 2295A14.....30.00BL

Filing fee: \$20.00

State of Rhode Island and Providence Plantations

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF**

.....
TECH INDUSTRIES, INC.
.....

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Tech Industries, Inc.
.....

SECOND: The shareholders of the corporation on....., 19....., in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

Amendments Attached Hereto

RESOLVED: That effective July 1, 1979, Article FIFTH of the Articles of Association of the Corporation be amended in its entirety to read as follows:

"ARTICLE FIFTH: The total amount of authorized capital stock of said Corporation, with par value, shall be One Million (\$1,000,000) Dollars as follows: viz. Preferred Stock in the amount of One Million (\$1,000,000) Dollars to be divided into One Thousand (1,000) shares of the par value of One Thousand (\$1,000) Dollars each.

The total number of shares of authorized capital stock, without par value, shall be One Thousand (1,000) shares as follows: viz. One Thousand (1,000) shares of Common Stock without par value.

DESCRIPTION OF CLASSES OF STOCK

1. DIVIDENDS

A. The holders of Preferred Stock, in preference to the holders of Common Stock, shall be entitled to receive, when and as declared by the Board of Directors, but only out of funds legally available for the payment of dividends, cumulative cash dividends at the annual rate of \$60.00 per share, and no more, payable semi-annually on the last day of December and June in each year. Dividends on shares of Preferred Stock shall accrue and be cumulative from and after the first day of the semi-annual dividend period within which such shares are issued. Any arrearages in the payment of dividends shall not bear interest.

B. So long as any shares of Preferred Stock are outstanding, no dividend whatsoever, whether in cash, stock or otherwise, shall be declared or paid, and no distribution made, on the Common Stock, nor shall any shares of Common Stock be acquired for a consideration by the Corporation or by any Subsidiary unless all dividends on the Preferred Stock accrued for all past semi-annual dividend periods shall have been paid and the full dividends thereon for the then current semi-annual dividend period shall have been paid or declared and a sum for the payment thereof set apart. For purposes of this section, the term "Subsidiary" shall mean any corporation of which the Corporation and/or one or more of its Subsidiaries own, directly or indirectly, more than 50% of the outstanding stock having by its terms ordinary voting power to elect a majority of the board of directors of such corporation, irrespective of whether or not at the time stock of any other class or classes of such corporation shall have or might have voting power by reason of the happening of any contingency.

C. Subject to all the rights of the Preferred Stock, dividends may be paid upon the Common Stock as and when declared by the Board of Directors out of any funds legally available therefor.

2. LIQUIDATION

A. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Preferred Stock then outstanding shall be entitled to receive out of the assets of the Corporation, before any distribution or payment shall be made to the holders of the Common Stock, an amount equal to \$1,000.00 per share, plus in respect of each such share, a sum computed at the annual rate of \$60.00 from and after the date on which dividends on such share became cumulative to and including the date fixed for such payment, less the aggregate of dividends theretofore paid thereon, but computed without interest.

B. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full, the amounts to which they shall be entitled or an amount sufficient to pay the aggregate amount to which the holders of the Preferred Stock shall be entitled shall have been deposited with a bank or trust company, in accordance with the provisions of Section 4 of this Article FIFTH, as a fund for the benefit of the holders of the Preferred Stock, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock.

3. VOTING RIGHTS

Except as otherwise required by law, the Common Stock shall be the sole voting stock of the Corporation. Each share of such stock shall entitle the owner thereof to One (1) vote at all meetings of the Stockholders. In the event that all of the authorized, issued and outstanding shares of Common Stock shall be redeemed by the Corporation and not reissued, the Preferred Stock shall, except as otherwise required by law, be the sole voting stock of the Corporation, and each share of such stock shall entitle the owner thereof to One (1) vote at all meetings of the Stockholders.

4. RIGHT OF FIRST REFUSAL

A. In the event that any holder of the Common Stock or the Preferred Stock intends to sell or otherwise dispose of all or a portion of his holdings of such stock, other than by gift or a transfer to the heirs or legatees of such holder, such holder shall give written notice of such intent to the Corporation at least ninety (90) days prior to the proposed sale or other disposition of such stock, which notice shall

be addressed to the Board of Directors of the Corporation and delivered at the offices of the Corporation and shall include the number of shares such holder intends to sell or otherwise dispose of, the person or persons to whom the proposed sale or other disposition is to be made, and the anticipated terms and conditions of the sale or other disposition. During the ninety (90) day period following receipt of such notice, the Corporation, through its Board of Directors, shall have the right, in its sole discretion, to redeem in the aggregate not less than the total number of shares covered by such notice on the same terms and conditions as where contained in such notice. If the Corporation has not exercised its right to redeem the shares covered by such notice within such ninety (90) day period, the holder of the shares may sell or otherwise dispose of the shares covered by such notice and may execute any agreements related to or necessary for the transfer of such shares on terms and conditions which are not less favorable to the holder than the terms and conditions contained in such notice. In the event that a holder fails to comply with the requirements for written notice provided herein, the Corporation in its sole discretion shall have the right to redeem not less than all of the shares sold or otherwise disposed of by the holder for an amount equal to the consideration paid the holder for such shares which right shall commence on the date the stock certificates are presented for transfer on the Corporation's books and shall continue for the ninety (90) day period following such date.

B. All capital stock redeemed by the Corporation shall be cancelled and not reissued.

C. Notice of every redemption provided for herein shall be mailed at least fifteen (15) days prior to the date fixed for such redemption to the holders of record of the shares so to be redeemed at their respective addresses as the same shall appear on the books of the Corporation; no failure to mail such notice nor any defect therein nor in the mailing thereof shall affect the validity of the procedure for the redemption of any shares so to be redeemed. If such notice of redemption shall have been duly given by the Corporation and if on or before the redemption date specified therein, either (i) all of the funds necessary for redemption shall have been set aside by the Corporation, separate and apart from its other funds, in trust for the pro rata benefit of the holders of the shares so called for redemption, so as to be and continue to be available therefor; or (ii) the funds necessary for such redemption shall have been deposited by the Corporation with a bank or trust company designated in such notice, and the Corporation shall have given such bank or trust company irrevocable authorization to pay such funds to the holders of the shares so called for redemption at the redemption price therefor, then notwithstanding that any certificate for shares so called for redemption shall not have been surrendered for cancellation, all shares so called for redemption after such redemption date, and all rights with respect to such shares shall forthwith, on such redemption date, cease and terminate without interest. Any interest on funds deposited by the Corporation shall be paid to the Corporation from time to time.

D. Any funds so set aside or deposited by the Corporation and unclaimed at the end of six (6) years from such redemption date shall be released or repaid to the Corporation after which the holders of the shares so called for redemption shall look only to the Corporation for payment thereof.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 400; and the number of shares entitled to vote thereon was 400.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
None	

FIFTH: The number of shares voted for such amendment was 400; and the number of shares voted against such amendment was 0.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
None		

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

No Change

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (If no change, so state)

No Change

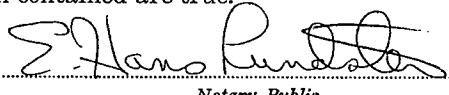
Dated June 7, 1979.

TECH INDUSTRIES, INC.
By Herbert Wang
Its Herbert Wang President
and Henry Bronberg
Its Henry Bronberg Secretary

STATE OF RHODE ISLAND
COUNTY OF Providence } Sc.

At Providence in said county on this 27TH day of
June, 1979, personally appeared before me HERBERT
WANG, who, being by me first duly sworn, declared that he is the
President of TECH INDUSTRIES, INC.

that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.



Notary Public
E. Hans Lundsten
My Commission expires June 30, 1981

(NOTARIAL SEAL)

✓ 234

.....*06.....30.00
1023A14.....30.00BL

JUN 29 1979

John

Filing fee: \$20.00

**ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS
INTO**

TECH INDUSTRIES, INC.

Pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The following Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by said Chapter 7-1.1:

(Insert Plan of Merger)

MERGER-JOINT PLAN AND AGREEMENT

Joint plan and agreement of merger, made on July 1, 1970, by and between METALLIZED PRODUCTS, INC., a State of Rhode Island corporation, hereinafter sometimes called METALLIZED, and a majority of the directors thereof, PACKAGING TECHNIQUES, INC., a State of Rhode Island corporation, hereinafter sometimes called PACKAGING, and a majority of the directors thereof, TECH INDUSTRIES, INC., a State of Rhode Island corporation, hereinafter sometimes called TECH, and a majority of the directors thereof, said corporations being hereinafter sometimes collectively called the constituent corporations:

WITNESSETH that: Whereas, the board of directors of each of such corporations deems it advisable and generally to the welfare of such corporations and their respective stockholders that METALLIZED and PACKAGING be merged into TECH, one of the constituent corporations, under and pursuant to the provisions of the General Laws of the State of Rhode Island pertaining to corporations and partnerships, more especially Sec. 7-1.1-65 et seq., and have approved a joint plan of merger thereof; and,

Whereas, the authorized capital stock of METALLIZED, is Five Hundred (500) shares of common stock, no par value, of which One Hundred (100) shares have been issued and of which One Hundred (100) shares are now outstanding; and

Whereas, the authorized capital stock of PACKAGING is Six Hundred (600) shares of common stock, no par value, of which Three Hundred (300) shares have been issued and of which Two Hundred (200) shares are now outstanding; and

Whereas, the authorized capital stock of TECH is One Thousand (1000) shares of the common stock, no par value, of which One Hundred (100) shares have been issued and are now outstanding; and

Whereas, each of the constituent corporations has the power and authority under the laws of the State of Rhode Island to merge with each other;

Now, therefore, it is agreed that METALLIZED and PACKAGING be and they hereby are merged into TECH, one of said constituent corporations, which shall be the surviving corporation and which shall continue to exist under the laws of the State of Rhode Island. The terms and conditions of the merger and the method and mode of carrying the same into effect and the manner and basis of converting the shares of each corporation into share or other securities of the surviving corporation as follows:

FIRST: The surviving corporation, hereinafter called TECH shall continue under the name of TECH INDUSTRIES, INC.

SECOND: The principal office of TECH is located at 501 Roosevelt Avenue in the city of Central Falls, in the County of Providence, in the State of Rhode Island. The name of its resident attorney is Herbert J. Abedon, whose address is 1128 Industrial Bank Building, in the City of Providence, of said State.

THIRD: The nature of the business of TECH and the objects or purposes proposed to be transacted, promoted, or carried on by it are: Designing and consultants of and for machinery and other personal property and also for the purpose of manufacturing, buying, selling and otherwise dealing in personal property of every nature and description and doing all things incidental thereto.

FOURTH: The total number of shares of stock which TECH is authorized to issue is One thousand (1000) shares of common stock with no par value.

FIFTH: The minimum amount of capital with which the corporation will commence business is Sixteen Thousand (\$16,000.00) Dollars.

SIXTH: The corporation is to have perpetual existence.

SEVENTH: The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever.

EIGHTH: The number and names of the first directors and of the first officers of the corporation, who shall take office, without further act, upon the effective date hereof and who shall continue in office until their successors shall be elected or appointed and shall have qualified, are as follows:

Directors

Herbert Wang	101 Exeter Street, Newton, Massachusetts
Henry Bromberg	352 Grotto Avenue, Providence, Rhode Island

Officers

Henry Bromberg, President	352 Grotto Avenue, Providence, Rhode Island
Herbert Wang, Vice President	101 Exeter Street, Newton, Massachusetts
Herbert Wang, Treasurer	101 Exeter Street, Newton, Massachusetts
Herbert J. Abedon, Secretary	1128 Industrial Bank Bldg. Providence, Rhode Island

Thereafter, the number of directors of the corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the bylaws, but in no case shall the number be less than two. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, though less than a quorum. Election of directors need not be by ballot unless the bylaws so provide.

NINTH: The business of TECH shall be managed by its board of directors which shall have power:

(a) Without the assent or vote of the stockholders, to make, alter, amend, change, add to, or repeal the bylaws of TECH; to fix and determine and to vary the amount to be reserved as working capital; to authorize and cause to be executed mortgages and liens upon all the property of TECH, or any part thereof; to determine the use and disposition of any surplus or net profits over and above the capital stock paid in, and to fix the times for the declaration and payment of dividends.

(b) To determine from time to time whether, and to what extent, and at what times and places, accounts and books of TECH (other than to stock ledger), or any of them shall be open to the inspection of the stockholders.

In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by TECH; subject, nevertheless, to the provisions of the statutes of the State of Rhode Island, of the certificate of incorporation, as amended, of TECH, and to any bylaws from time to time made by the stockholders; provided, however, that no bylaw so made shall invalidate any prior act of the directors which would have been valid if such bylaw had not been made.

TENTH: No contract or other transaction between TECH and any other corporation, whether or not a majority of the capital stock of such other corporation shall be owned by TECH or a majority of the stock of TECH shall be owned by such other corporation, shall be affected or invalidated by reason of the fact that any one or more of the board of directors of TECH is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be

interested in, any contract or transaction of TECH, or in which this corporation is interested; and no contract, act, or transaction of TECH with any person, persons, firm, association, corporation, or others shall be affected or invalidated by the fact that any director or directors of TECH is a party to, or are parties to, or interested in, such contract, act, or transaction, or in any way connected with such person, persons, firm, association, corporation, or others, and each and every person who may become a director of TECH is hereby relieved from any liability that might otherwise exist from contracting with TECH for the benefit of himself or any firm, association, or corporation in which he may be in any wise interested.

ELEVENTH: Each director and officer and each former director and officer of TECH and each person who may serve at its request as a director or officer of another corporation in which TECH, or a subsidiary of TECH, owns shares of capital stock or of which it is a creditor, shall be indemnified by TECH against the costs and expenses reasonably incurred by him in connection with any action, suit, or proceeding in which he may be involved by reason of his being or having been a director or officer of TECH or of such other corporation (whether or not he is a director or officer at the time of incurring such costs and expenses), except with respect to matters as to which any such director or officer, or former director or officer, or person shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. In case of the settlement of any action, suit, or proceeding in which any such director or officer, or former director or officer, or person is involved by reason of his being or having been a director or officer of TECH or of such other corporation, he shall be indemnified by TECH against the

& ASSOCIATES
ATTORNEYS AT LAW
INDUSTRIAL
BUILDINGS
NEW YORK, N. Y.

costs and expenses (including any amount paid in settlement to TECH or to such other corporation, or otherwise) reasonably incurred by him in connection with such action, suit, or proceeding (whether or not he is a director or officer at the time of incurring such costs and expenses), if, and only if, the holders of a majority of the capital stock of TECH shall by vote at any annual or special meeting of stockholders, approve such settlement and the reimbursement to such director or officer of such costs and expenses. The foregoing rights of indemnification shall apply to the heirs, executors, and administrators of any such director or officer, or former director or officer, or person, and shall not be exclusive of other rights to which any such director or officer, or former director or officer, or person (or his heirs, executors, or administrators), may be entitled as a matter of law.

TWELFTH: TECH reserves the right to amend, alter, change or repeal any provision contained in its certificate of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors, and officers are subject to this reserved power.

THIRTEENTH: The bylaws of TECH shall be the present bylaws of METALLIZED and PACKAGING, unless changed or amended as herein provided.

FOURTEENTH: The manner of converting the shares of each of the constituent corporations, parties hereto, into shares of the corporation upon consummation of the merger herein provided shall be as follows:

Each holder of the capital stock of METALLIZED shall be and become the holder of one share of common stock of TECH for each share of capital stock of METALLIZED held.

Each holder of the capital stock of PACKAGING shall be and become the holder of one share of common stock of TECH for each share of capital stock of PACKAGING held.

Each holder of common stock of TECH shall continue to hold his certificates for such stock, which shall not be converted or exchanged.

Issued and outstanding certificates for stock of METALLIZED are hereby adopted as certificates for full paid and non-assessable shares of stock of TECH, on the foregoing basis, until the same are exchanged for new stock certificates in such manner and in such form as the board of directors of TECH may prescribe.

Issued and outstanding certificates for stock of PACKAGING are hereby adopted as certificates for full paid and non-assessable shares of stock of TECH, on the foregoing basis, until the same are exchanged for new stock certificates in such manner and in such form as the board of directors of TECH may prescribe.

FIFTEENTH: Upon consummation of the merger herein provided for, all and singular the rights, privileges, powers, and franchises of each of the constituent corporations, and all property, real, personal, or mixed, and all debts due to the constituent corporations on whatever account, and all other things in action belonging to each of said corporations shall be vested in the surviving corporation, TECH, without further act or deed; and all property, rights, privileges, powers, and franchises, and all and every other interest of the constituent corporation shall be thereafter as effectually the property of the surviving corporation as they were of the respective constituent corporations, and the title to any real estate, whether by deed or otherwise, vested in either of the constituent corporations, shall not revert or be in any way impaired by reason hereof; provided, however, that all

rights of creditors and all liens upon any property of either of said constituent corporations shall be preserved unimpaired and all debts, liabilities, obligations, and duties of the respective constituent corporations shall thenceforth attach to TECH, which shall be responsible therefor, and may be enforced against TECH to the extent as if said debts, liabilities, obligations, and duties had been incurred or contracted by it.

SIXTEENTH: The constituent corporations will each from time to time execute such documents and do such other acts and things and take or cause to be taken such action as TECH may deem reasonably necessary or desirable in order to vest in and confirm to TECH title to, and possession of, the rights, privileges, property, assets, and business of such constituent corporations, and otherwise to carry out the full intents and purposes of this agreement.

SEVENTEENTH: This agreement shall be submitted to the stockholders of each of the three constituent corporations which are parties hereto, as provided by law, and shall take effect and shall be deemed and taken to be the agreement of, and to acknowledge the merger of, said corporations, parties hereto, upon the adoption hereof by the votes or consent of the stockholders of each such corporation, representing a unanimous vote of the total number of outstanding shares of the capital stock of METALLIZED, PACKAGING and TECH, and upon the doing of such other acts and things, including the filing and recording of this joint plan and agreement of merger, as are required by the laws of the State of Rhode Island, and the filing in Rhode Island of appropriate articles of merger.

Notwithstanding the approval and adoption hereof by votes of the stockholders of each of the constituent corporations, parties

hereto, the boards of directors of such constituent corporations, if they deem such action to be advisable and in the best interests of the constituent corporations, may postpone the filing and recording of this agreement to such date as they may deem advisable, or may rescind and abandon this agreement.

IN WITNESS WHEREOF, a majority of the directors of each of the constituent corporations, parties hereto, have signed and entered into this joint plan and agreement of merger under the seals of the respective constituent corporations, all as of the day and year aforesaid, and the constituent corporations have caused this joint plan and agreement of merger to be signed in their names and behalfs by their respective officers and their respective corporate seals to be hereunto affixed and to be attested by their respective secretaries or assistant secretaries.

METALLIZED PRODUCTS, INC.

By Herbert Wang
Herbert Wang, Director

By Henry Bromberg
Henry Bromberg, Director

By Herbert Wang
Herbert Wang, President

By Henry Bromberg
Henry Bromberg, Treasurer

By Henry Bromberg
Henry Bromberg, V. President

By Henry Bromberg
Henry Bromberg, Secretary

Attest:

Herbert J. Abedon, Asst. Sec.
Herbert J. Abedon,
Assistant Secretary

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LLORS AT LAW
IS INDUSTRIAL
AK BUILDING
DENCE, R. I.

PACKAGING TECHNIQUES, INC.

By Herbert Wang
Herbert Wang, Director

By Henry Bromberg
Henry Bromberg, Director

By Henry Bromberg
Henry Bromberg, President

By Herbert Wang
Herbert Wang, Treasurer

Attest:

Herbert J. Abedon, Secretary
Herbert J. Abedon, Secretary

TECH INDUSTRIES, INC.

By Herbert Wang
Herbert Wang, Director

By Henry Bromberg
Henry Bromberg, Director

By Henry Bromberg
Henry Bromberg, President

By Herbert Wang
Herbert Wang, V. President

By Herbert Wang
Herbert Wang, Treasurer

Attest:

Herbert J. Abedon, Secretary
Herbert J. Abedon, Secretary

& ABEDON
CORS AT LAW
JACOBSON
BROOKING
INC., R. I.

SECOND: As to each of the undersigned corporations, (except one whose shareholders are not required to approve the agreement under § 7-1.1-67, in which event that fact shall be set forth), the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

Name of Corporation	Number of Shares Outstanding	Entitled to Vote as a Class	
		Designation of Class	Number of Shares
Metallized Products, Inc.	100 shares,	Common, No Par	
Packaging Techniques, Inc.	200 shares,	Common, No Par	
Tech Industries, Inc.	100 shares,	Common, No Par	

THIRD: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

Name of Corporation	Total Voted For	Total Voted Against	Number of Shares		
			Entitled to Vote as a Class		
			Class	Voted For	Voted Against
Metallized Products, Inc.	100	0	Common, No Par		
Packaging Techniques, Inc.	200	0	Common, No Par		
Tech Industries, Inc.	100	0	Common, No Par		

FOURTH: Time merger to become effective (§ 7-1.1-69): October 20, 1970

Dated July 1, 1970

TECH INDUSTRIES, INC.

BY Henry Bromberg
Henry Bromberg-President
BY Herbert J. Abedon
Herbert J. Abedon-Secretary

METALLIZED PRODUCTS, INC.

By Herbert Wang
Its President
and Henry Bromberg
Its Secretary

PACKAGING TECHNIQUES, INC.

+ By Henry Bromberg
Its President
and Herbert J. Abedon
Its Secretary

STATE OF RHODE ISLAND }
COUNTY OF Providence } Sc.

At Providence in said County on the 1st day of July 1970, before me personally appeared Herbert Wang and Henry Bromberg, who being by me first duly sworn, declared that they are the President and Secretary, respectively of Metallized Products, Inc., that they signed the foregoing document as such Pres. and Sec'y. respectively of the corporation, and that the statements therein contained are true.

Anita J. Mollo
Notary Public
Anita J. Mollo
ANITA J. MOLLO, Notary Public
State of Rhode Island, etc.
My Commission Expires June 30, 1971

(NOTARIAL SEAL)

STATE OF RHODE ISLAND }
COUNTY OF Providence } Sc.

At Providence in said county on the 1st day of July 1970, before me personally appeared Henry Bromberg and Herbert J. Abedon, who being by me first duly sworn, declared that they are the President and Secretary, respectively of Packaging Techniques, Inc. that they signed the foregoing document as such Pres. and Sec'y. respectively of the corporation, and that the statements therein contained are true.

Anita J. Mollo
Notary Public
Anita J. Mollo
ANITA J. MOLLO, Notary Public
State of Rhode Island, etc.
My Commission Expires June 30, 1971

(NOTARIAL SEAL)

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

At Providence in said county on the 1st day of July 1970, before me personally appeared Henry Bromberg and Herbert J. Abedon, who being by me first duly sworn, declared that they are the President and the Secretary respectively of Tech Industries, Inc., that they signed the foregoing document as such President and Secretary, respectively, of the corporation, and that the statements therein contained are true.

Anita J. Mollo
Notary Public

Notarial Seal

ANITA J. MOLLO, Notary Public
State of Rhode Island, etc.
My Commission Expires June 30, 1971

✓ 353 X AF

REC-OF 374 CD***20.00
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Filing fee: \$20.00

State of Rhode Island and Providence Plantations

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF**

TECH CLOSURES, INC.
.....

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation isTech Closures, Inc.....
.....

SECOND: The shareholders of the corporation on.....June 26....., 19...70,
in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended,
adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

ARTICLE FIRST is amended to read as follows:

The name of the corporation shall be

TECH INDUSTRIES, INC.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 100 shares; and the number of shares entitled to vote thereon was

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
Common	100

FIFTH: The number of shares voted for such amendment was 100 shares; and the number of shares voted against such amendment was none

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
none		

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

none

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (If no change, so state)

none

Dated June 29, 1970

TECH CLOSURES, INC.

By Henry Bromberg
Henry Bromberg
Its President

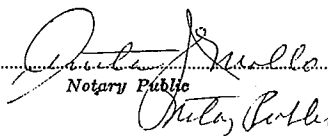
and Herbert J. Abedon
Herbert J. Abedon
Its Ass't. Secretary

STATE OF RHODE ISLAND
COUNTY OF Providence

} Sc.

At Providence in said county on this 29th day of
June, 1970, personally appeared before me
Henry Bromberg who, being by me first duly sworn, declared that he is the
President of Tech Closures, Inc.

that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.


Notary Public

(NOTARIAL SEAL)

JUL 1 1970
@ 10:50
JUL 1 1970
@ 10:50
JUL 1 1970
@ 10:50

July 1-70 - 862 CD 20.20
Rep. Stamped in error
JMM

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State of Rhode Island and Providence Plantations

May 16 19 68

WE, the undersigned officers of

Polytechnic Engineering, 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 Central Falls,
in said State, on the 16th day of May, A. D. 1968,
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 (100%) per cent

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

“Article No. SECOND

The name of the corporation shall be known by the name
of TECH CLOSURES, INC.

“Article No.

(OVER)

TRADEMARK
REEL: 003878 FRAME: 0047

"Article No.

"Article No.

[CORPORATE SEAL]

ATTEST:

Henry Bromberg

Henry Bromberg President (~~President~~).

Herbert Wang

Herbert Wang Secretary (~~Secretary~~) Vice Pres.

State of Rhode Island,
County of Providence

}

In the City of Providence
on this 17 day of May
A. D. 19 68, subscribed and sworn to before me.

Justin J. Molloy
Notary Public.
Justin J. Molloy


140
BUSINESS

ORIGINAL

CERTIFICATE OF AMENDMENT OF
ARTICLES OF ASSOCIATION OR
CHARTER OF

Polytechnic Engineering, Inc.

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



MAY 21-66 SEC-OF STATE 1083 00**A**20.00

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

MAY 21 1966

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State of Rhode Island and Providence Plantations

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we E. HAROLD DICK and JOSEPH B. CARTY, both of the City and County of Providence, State of Rhode Island, and LLOMA E. SAUNDERS, of the Town of West Warwick, County of Kent and State of Rhode Island,

all of lawful age, hereby agree to and with each other:

FIRST. To associate ourselves together with the intention of forming a corporation under and by virtue of the powers conferred by Chapters 7-1 to 7-5 (inclusive), 7-9 and 7-10 of the General Laws of Rhode Island.

SECOND. Said corporation shall be known by the name of

POLYTECHNIC ENGINEERING, INC.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of designing, ~~engineering~~ and consultants of and for machinery and other personal property and also for the purpose of manufacturing, buying, selling and otherwise dealing in personal property of every nature and description and doing all things incidental thereto.

In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See § 7-2-10 of the General Laws.)

To do any lawful act which is necessary or proper to accomplish the purposes of its incorporation. Without limiting or enlarging the effect of this general grant of authority, it is hereby specifically provided that every corporation shall have power:

- (a) to have perpetual succession in its corporate name, unless a period for its duration is limited in its articles of association or charter;
- (b) to sue and be sued in its corporate name;
- (c) to have and use a common seal, and alter the same at pleasure;
- (d) to elect such officers and appoint such agents as its business requires, and to fix their compensation and define their duties;
- (e) to make by-laws not inconsistent with the Constitution or laws of the United States or of this state, or with the corporation's charter, or articles of association, determining the time and place of holding and the manner of calling and of conducting meetings of its stockholders and directors, the manner of electing its officers and directors, the mode of voting by proxy, the number, qualifications, powers, duties and term of office of its officers and directors, the number of directors and of shares of stock necessary to constitute a quorum, which number may be less than a majority, and the method of making demand for payment of subscriptions to its capital stock, and providing for an executive committee to be elected from and by the board of directors and defining its powers and duties, and containing any other provisions, whether of the same or of a different nature, for the management of the corporation's property and the regulation and government of its affairs;
- (f) to make contracts, incur liabilities and borrow money;
- (g) to acquire, hold, sell and transfer shares of its own capital stock; provided, that no corporation shall use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of the corporation;
- (h) to acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of any bonds, securities or evidences of indebtedness created by, or the shares of the capital stock of, any other corporation or corporations of this state or of any other state, country, nation or government, and while owner of said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;
- (i) to guarantee ~~if authorized by its charter or articles of association~~ any bonds, securities or evidences 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;
- (j) to acquire, hold, use, manage, convey, lease, mortgage, pledge or otherwise dispose of within or without this state any other property, real or personal, which its purposes shall require;
- (k) to conduct business and have offices in this state and elsewhere; provided, however, that nothing in this section contained shall authorize any corporation to carry on the business of a bank, savings bank or trust company.

(OVER)

FOURTH. Said corporation shall be located in Providence, Rhode Island.
(City or Town)

FIFTH. The TOTAL amount of authorized capital stock of said corporation, with par value, shall be (\$) dollars as follows, viz:
Common stock in the amount of (\$)
dollars to be divided into () shares of
the par value of (\$) dollars each; and
Preferred stock in the amount of (\$)
dollars, to be divided into () shares, of
the par value of (\$) dollars each.

(Or if capital stock is without par value)

The TOTAL number of shares of capital stock authorized, without par value, shall be
One Thousand----- (1000---) shares
as follows, viz:-----One Thousand----- (1000---) shares of
Common stock, without par value; and
() shares of
Preferred stock, without par value.

(If capital stock is divided into two or more classes) Description of several classes of stock, including terms on which they are created, and voting rights of each, viz:—

The corporation shall have the right in case of sale of any stock by any stockholder to purchase said stock at the lowest price at which such stockholder is willing to sell the same before such stock may be sold to any other party; and no sale of any stock to any party other than the corporation shall be valid unless such stock shall have first been offered in writing to the corporation at the lowest price at which the holder thereof is willing to sell, and unless such offer shall have been rejected or shall not have been acted upon by the corporation within thirty (30) days after such offer is made. The Board of Directors shall have the power to accept or reject such offer on behalf of the corporation.

Any stockholder who shall have offered his stock for sale to the corporation in accordance with the foregoing provisions may at any time within sixty (60) days after the rejection of such offer by the corporation, or if the corporation shall neither accept nor reject such offer, then within ninety (90) days after such offer shall have been received by the corporation, sell the stock so offered to the corporation to any other party, but not for a price lower than that at which such stock shall have been previously offered to the corporation and the corporation may require affidavits and other evidence, documentary or otherwise, to its satisfaction, from the stockholder and purchaser of such stock as to the price paid therefor before transferring such stock upon the books of the corporation. The Directors may in particular instances consent to any such proposed sale, but no such consent or waiver shall extend to other or subsequent instances.

SIXTH. (If not perpetual) The period of duration of said corporation shall terminate

(Further provisions not inconsistent with law)

SEVENTH To guarantee any bonds, securities or evidences 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.

EIGHTH

NINTH

In Testimony Whereof, We have hereunto set our hands and stated our residences this 21st day of June, A. D. 19 60

NAME	RESIDENCE
	(No. Street, City or Town)
<i>E. Harold Dick</i>	195 Sessions Street, Providence, R. I.
<i>Joseph B. Carty</i>	200 Jastram Street, Providence, R. I.
<i>Lloma E. Saunders</i>	183 Cowesett Ave., West Warwick, R.I.

STATE OF RHODE ISLAND, } City }
COUNTY OF PROVIDENCE } In the } of PROVIDENCE
Town
in said county this 21st day of June, A. D. 19 60

then personally appeared before me E. Harold Dick, Joseph B. Carty and Lloma E. Saunders,

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.

Joseph E. ...
Notary Public

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

POLYTECHNIC ENGINEERING, INC.

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

JUN 2 50

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JUN 22 1960

TRADEMARK

RECORDED: 10/28/2008

REEL: 003878 FRAME: 0053