

P94000019272

CHRIS DRUCAS  
ATTORNEY AT LAW  
THE METCOM BUILDING  
76 LAFAYETTE STREET  
SALEM, MASSACHUSETTS 01970

AREA CODE 978  
TELEPHONE 741-7400  
FACSIMILE 740-9692  
E-MAIL cdatlaw@mindspring.com

September 24, 2001

Ms. Thelma Lewis  
Corporate Specialist Supervisor  
Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-10/02/01--01017--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Production Technology Center, Inc./Articles of Merger

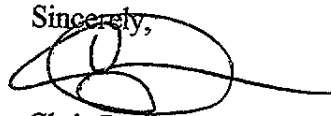
Dear Ms. Lewis:

Enclosed herewith please find the Articles of Merger for Production Technology Center, Inc. reference number P94000019272 with the supporting documents for merger of the Florida Corporation with the Massachusetts Corporation of the same name.

Also enclosed, please find my check in the amount of \$70.00.

If you have any questions or comments, do not hesitate to contact me at your convenience.

Sincerely,

  
Chris Drucas

CD: ac  
Enc.  
CC: Client

FILED  
01 SEP 28 AM 10:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*merger*

T. LEWIS OCT 1 2001

CHRIS DRUCAS  
ATTORNEY AT LAW  
THE METCOM BUILDING  
76 LAFAYETTE STREET  
SALEM, MASSACHUSETTS 01970

AREA CODE 978  
TELEPHONE 741-7400  
FACSIMILE 740-9692  
E-MAIL cdatlaw@mindspring.com

August 30, 2001

Secretary of States Office  
Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

RE: Production Technology Center, Inc.

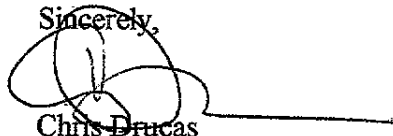
Dear Sir/Madam:

Please be advised that Production Technology Center, Inc., document corporation number P94000019272, has merged with a Massachusetts Corporation of the same name. The merger became effective on August 29, 2001 at 2:29 P. M.

Accordingly, I have enclosed a copy of the Articles of Merger filed in Massachusetts, as well as, the Agreement for Merger, Action By Consent of Directors and Stockholders of both Corporations, as well as, a Certificate of Merger prepared and executed by the surviving Corporation.

If it is necessary to file any other documentation with your office, please advise at your earliest convenience.

Sincerely,



Chris Drucas

CD: ac  
Enc.  
CC: Client



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

September 10, 2001

CHRIS DRUCAS, ESQ.  
THE METCOM BUILDING  
76 LAFAYETTE STREET  
SALEM, MA 01970

SUBJECT: PRODUCTION TECHNOLOGY CENTER, INC.  
Ref. Number: P94000019272

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Articles of Merger for a Florida or foreign profit corporation are filed pursuant to section 607.1105, Florida Statutes. A merger form is enclosed.

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

The document must have original signatures.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 701A00050744

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ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

PRODUCTION TECHNOLOGY CENTER, INC., a Florida entity, P94000019272

INTO

**PRODUCTION TECHNOLOGY CENTER, INC.**, a Massachusetts entity not  
qualified in Florida.

File date: September 28, 2001

Corporate Specialist: Thelma Lewis

# ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**First:** The name and jurisdiction of the surviving corporation are:

Name

Jurisdiction

Production Technology Center, Inc.

Massachusetts

**Second:** The name and jurisdiction of each merging corporation are:

Name

Jurisdiction

Production Technology Center, Inc.

Florida

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

**OR** \_\_\_\_/\_\_\_\_/\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on July 24, 2001.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on July 30, 2001.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

## Production Technology

*Ch. Jones*

DeWitt F. Purcell, President

Center, Inc.

(Florida)

## Production Technology

*[Signature]*

DeWitt F. Purcell, President

Center, Inc.

(Massachusetts)

# **PLAN OF MERGER**

**(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation are:

Name

Jurisdiction

Production Technology Center, Inc.

Massachusetts

**Second:** The name and jurisdiction of each merging corporation are:

Name

Jurisdiction

Production Technology Center, Inc.

Florida

**Third:** The terms and conditions of the merger are as follows:

See copy of the Merger Agreement attached hereto and incorporated herein by reference.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See Certificate of Merger attached hereto and incorporated herein by reference and the Agreement of Merger, Section 3 entitled Exchanges of Shares.

*(Attach additional sheets if necessary)*

**THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:**

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

See attached Articles of Merger filed with the Commonwealth of Massachusetts and the Articles of Organization of the Massachusetts Corporation.



ACTION BY CONSENT OF STOCKHOLDERS

OF

PRODUCTION TECHNOLOGY CENTER, INC.

The undersigned, Robert van den Boogaart, Clerk of Production Technology Center, B. V., on behalf of the sole Stockholder in order to form a corporation under the Business Corporation Law of the Commonwealth of Massachusetts by action of merging this Florida Corporation with a new Corporation bearing the same name under the Business Corporation Law of the Commonwealth of Massachusetts, hereby consents the following action and adopts the following votes, in lieu of a meeting of Stockholders.

VOTED:    That the Agreement of Merger between Production Technology Center, Inc, a Massachusetts Corporation and Production Technology Center, Inc., a Florida Corporation, to be dated July 30, 2002, substantially in the form submitted to this meeting, is hereby approved and adopted, and each of the officers of this Corporation is hereby authorized and directed to take such action and to execute and deliver such instruments as each such officer may deem necessary or appropriate to consummate the Agreement of Merger as conclusively evidenced by such execution and delivery.

IN WITNESS WHEREOF, this Consent has been executed and files with the records of the Corporation and shall be treated for all purposes as votes taken at a meeting.

PRODUCTION TECHNOLOGY CENTER, B. V.  
The Sole Stockholder

By: \_\_\_\_\_  
Robert van den Boogaart, Clerk of Corporation

DATED: July 24, 2001

ACTION BY CONSENT OF DIRECTORS

OF

PRODUCTION TECHNOLOGY CENTER, INC.

The undersigned, DeWitt F. Purcell and Robert van den Boogaart, acting as the sole Directors of Production Technology Center, Inc., a Florida Corporation by operation of Florida law, hereby consent to the following action and adopts the following votes, in lieu of the meeting of Directors.

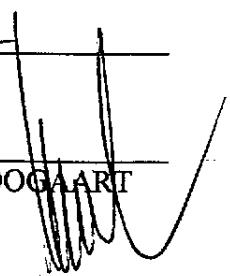
VOTED: That this Corporation into an Agreement of Merger with a Massachusetts Corporation of the same name, substantially in the form presented to this meeting; that the President and the Clerk are hereby authorized to execute, under the corporate seal of this Corporation, and deliver such Agreement of Merger with such changes therein as they may deem necessary and proper, as conclusively evidenced by such execution.

VOTED: That such Agreement of Merger be submitted to the holders of the stock of this Corporation at a special meeting thereof hereby called to be held on July 24, 2001 at the offices of the Massachusetts Corporation at 426B Boston Street, Topsfield, Massachusetts for the purpose of considering and acting upon the approval and adoption of the Agreement Merger.

VOTED: That in the event said Agreement shall be approved and adopted at said special meeting or at any adjournment thereof by the stockholders of this Corporation in accordance with the applicable requirements of the laws of Florida and shall be approved and adopted by the stockholders of Production Technology Center, Inc., in accordance with the requirements of the laws of Massachusetts, then the officers of this Corporation are hereby authorized and directed to submit Articles of Merger to the Secretary of State of Florida and to execute such documents and take such other action as they may deem necessary or appropriate to consummate the Agreement of Merger and the transactions contemplated thereby.

IN WITNESS WHEREOF, this Consent has been executed and filed with the records of the Corporation and shall be treated for all purposes as votes taken at a meeting.

  
\_\_\_\_\_  
DEWITT F. PURCELL

  
\_\_\_\_\_  
ROBERT VAN DEN BOOGAART

DATED: July 24, 2001.

ACTION BY CONSENT OF STOCKHOLDERS

OF

PRODUCTION TECHNOLOGY CENTER, INC.

The undersigned, Production Technology Center, B. V., a Netherlands Corporation, intending to act as the sole Stockholder under the Business Corporation Law of the Commonwealth of Massachusetts, hereby consents to the following action and adopts the following votes, in lieu of the meeting of Stockholders.

VOTED: That the Agreement of Merger between Production Technology Center, Inc., a Florida Corporation, dated July 30, 2001, substantially in the form submitted to this meeting, is hereby approved and adopted, and each of the officers of this Corporation is hereby authorized and directed to take such action and to execute and deliver such instruments as each such officer may deem necessary or appropriate to consummate the Agreement of Merger as conclusively evidenced by such execution and delivery.

IN WITNESS WHEREOF, this Consent has been executed and filed with the records of the Corporation and shall be treated for all purposes as votes taken at a meeting.

PRODUCTION TECHNOLOGY CENTER, B. V.

By:

  
Robert van den Boogaart, President

DATED: July 30, 2001

ACTION BY CONSENT OF DIRECTORS

OF

PRODUCTION TECHNOLOGY CENTER, INC.

The undersigned, DeWitt F. Purcell, acting as the sole Director under the Business Corporation Law of the Commonwealth of Massachusetts, hereby consents to the following action and adopts the following votes, in lieu of the meeting of Directors.

VOTED: That this Corporation enter into an Agreement of Merger with a Florida Corporation of the same name, substantially in the form presented to this meeting; that the President and the Clerk are hereby authorized to execute, under the corporate seal of this Corporation, and deliver such Agreement of Merger with such changes therein as they may deem necessary and proper, as conclusively evidenced by such execution.

VOTED: That such Agreement of Merger be submitted to the holders of the stock of this Corporation at a special meeting thereof hereby called to be held on July 30, 2001 at 9:00 A. M., at the offices of the Corporation at 426B Boston Street, Topsfield, Massachusetts for the purpose of considering and acting upon the approval and adoption of the Agreement Merger.

VOTED: That in the event said Agreement shall be approved and adopted at said special meeting or at any adjournment thereof by the stockholders of this Corporation in accordance with the applicable requirements of the laws of Massachusetts and shall also be approved and adopted by the stockholders of Production Technology Center, Inc., in accordance with the requirements of the laws of Massachusetts, then the officers of this Corporation are hereby authorized and directed to submit Articles of Merger to the Secretary of State of Massachusetts and to execute such documents and take such other action as they deem necessary or appropriate to consummate the Agreement of Merger and the transactions contemplated thereby.

IN WITNESS WHEREOF, this Consent has been executed and filed with the records of the Corporation and shall be treated for all purposes as votes taken at a meeting.

  
\_\_\_\_\_  
DEWITT F. PURCELL, Sole Director

DATED: July 24, 2001

## AGREEMENT OF MERGER

Agreement of Merger dates as of this 30<sup>th</sup> day of July, 2001, by and between Production Technology Center, Inc., a Florida corporation ("PTC-FL") and Production Technology Center, Inc., a Massachusetts corporation ("PTC-MA" and sometimes the "Surviving Corporation").

WHEREAS, PTC-FL and PTC-MA deem it in the best interest of each corporation and their respective stockholders that PTC-FL merge into PTC-MA pursuant to Section 79 of Massachusetts Business Corporation Law and the General Corporation Law of the State of Florida.

NOW THEREFORE, PTC-FL and PTC-MA each in consideration of the other party join in the execution and delivery of this agreement hereby act and agree as follows:

### **1. Merger and Surviving Corporation**

As of the Effective Date of the Merger (as hereinafter defined), (a) PTC-FL shall be merged into the Surviving Corporation; (b) PTC-MA shall be the Surviving Corporation; and (c) the separate existence of PTC-FL shall cease.

### **2. Charter of Surviving Corporation**

The name, address, purpose, authorized capital and the rights, privileges, and qualifications respectively of the holders of the classes capital stock of the Surviving Corporation are set forth on PTC-MA's Articles of Organization, the form of which is attached hereto as Exhibit A.

### **3. Exchange of Shares**

On the Effective Date of the Merger, each share of common stock with par value of PTC-FL then issued and outstanding shall be exchanged for One Hundred shares of common stock of the Surviving Corporation and the remaining authorized shares of common stock of PTC-MA shall remain in the treasury. Thereupon, certificates for shares of common stock of PTC-FL (PTC-FL Common Certificates") shall entitle the holders thereof to received certificates for the appropriate number of fully paid and non-assessable shares of common stock of the Surviving Corporation upon the presentation and surrender of the PTC-FL Common Certificates to the Surviving Corporation. Pending presentation and surrender, such PTC-FL Common Certificates shall be deemed for all purposes, including payment of dividends, to evidence ownership of the shares of the common stock of the Surviving Corporation into which the shares of PTC-FL shall have been so converted.

**4. Articles of Organization; By-Laws**

The Articles of Organization and by-Laws of PTC-MA as in effect on the Effective Date of the Merger shall be the Articles of Organization and By-Laws respectively of the Surviving Corporation.

**5. Officers and Directors**

The Directors and officers of PTC-MA shall continue to serve as the Directors and officers of the Surviving Corporation until their respective resignation or removal, or until their respective successors have been elected or qualified.

**6. Stockholder Approval**

This agreement shall be submitted to the stockholders of each PTC-FL and PTC-MA at a meeting thereof called for the purpose of considering and acting upon this agreement or for approval pursuant to requisite written consent.

**7. Effective Date of Merger**

As used herein, the term "Effective Date of Merger" shall mean the date of filing a Certificate of Merger with the Secretary of State of the State of Massachusetts.

**8. Public Record**

Following the approval of this agreement by the vote of the holders of at least a majority of the shares respectively of PTC-FL and PTC-MA, outstanding and entitled to vote on this question, Articles of Merger consistent with the terms of this agreement shall be filed with the Secretary of State of the State of Florida pursuant to General Corporation Law of the State of Florida and a Certificate of Merger shall be filed with the Secretary of State of the Commonwealth of Massachusetts pursuant to Section 79 of the Massachusetts Business Corporation Law.

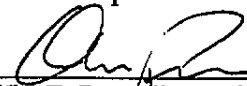


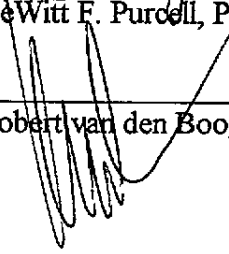
Witness the execution hereof under seal on the day and year first written above.

PRODUCTION TECHNOLOGY CENTER, INC.  
a Florida Corporation

By:   
DeWitt F. Purcell, President

PRODUCTION TECHNOLOGY CENTER, INC.  
a Massachusetts Corporation

By:   
DeWitt F. Purcell, President

By:   
Robert van den Boogaart, Secretary

CERTIFICATE OF MERGER

OF

PRODUCTION TECHNOLOGY CENTER, INC. a Florida Corporation

INTO

PRODUCTION TECHNOLOGY CENTER, INC.

The undersigned corporation DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
-------------	-------------------------------

PRODUCTION TECHNOLOGY CENTER, INC.	Florida
------------------------------------	---------

PRODUCTION TECHNOLOGY CENTER, INC	Massachusetts
-----------------------------------	---------------

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Massachusetts Business Corporation Law.

THIRD: That the name of the surviving corporation of the merger is PRODUCTION TECHNOLOGY CENTER, INC., a Massachusetts corporation.

FOURTH: That the Articles of Organization of PRODUCTION TECHNOLOGY CENTER, INC., a Massachusetts corporation which is surviving the merger, shall be the Articles of Organization of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 426B Boston Street, Topsfield, Massachusetts 01983.

SIXTH: That a copy of the Agreement of Merger will be furnished on request and without cost to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of the foreign corporation which is the party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Authorized Shares</u>	<u>Par Value Per Share Or Statement That Shares Are Without Par Value</u>
Production Technology Center, Inc.	Common	5,000	Par Value \$1

EIGHTH: That this Certificate of Merger shall be effective upon filing of same with the Secretary of State of the Commonwealth of Massachusetts.

Dated: July 30, 2001

PRODUCTION TECHNOLOGY CENTER, INC.  
a Massachusetts Corporation

By:   
DeWitt F. Purcell, President

# The Commonwealth of Massachusetts

SECRETARY OF THE  
COMMONWEALTH

01 AUG 29 PM 2:23

CORPORATION DIVISION

William Francis Galvin  
Secretary of the Commonwealth  
ONE ASHBURTON PLACE, BOSTON, MASS. 02108

FEDERAL IDENTIFICATION

NO. 59-3241537

FEDERAL IDENTIFICATION

NO. \_\_\_\_\_

## ARTICLES OF ~~CONSOLIDATION~~ MERGER\*

PURSUANT TO GENERAL LAWS, CHAPTER 156B, SECTION 79

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after approval of the agreement set forth below by the last constituent corporation to do so. The fee for filing this certificate is prescribed by General Laws, Chapter 156B, Section 114. In order that the filing fee may be readily computed there shall be submitted to the Secretary at the time of filing this certificate a statement as to each constituent Massachusetts corporation signed under the penalties of perjury by its President or Vice President setting out the amounts of capital stock which at the time of such filing such corporation is authorized to issue. Make check payable to the Commonwealth of Massachusetts.

.....

Production Technology Center, Inc.

a Florida Corporation and

Production Technology Center, Inc.

a Massachusetts Corporation

the constituent corporations

into

Production Technology Center, Inc.

~~XXXXXXXXXXXX~~ one of the constituent corporations\* organized under the laws of  
Massachusetts..... as specified in the agreement referred to in Paragraph 1 below.

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. The agreement of ~~consolidation~~ merger\* complies with the requirements of the laws of  
Massachusetts..... the state of organization of the ~~resulting~~ surviving\* corporation.

(Here set forth such agreement, or insert a copy thereof, which shall be on paper 8½ inches by 11 inches with a left-hand margin of 1 inch wide for binding).

\*Delete the inapplicable words.



**CERTIFICATE AS TO STATUTORY COMPLIANCE**

Include an appropriate certificate as to statutory compliance for each constituent corporation.

### A. FOR MASSACHUSETTS CORPORATIONS

The undersigned President\* ~~XXXXXXXXXX~~ and Clerk\* ~~XXXXXXXXXX~~ of Production

Technology Center, Inc.

a corporation organized

under the laws of Massachusetts further state under the penalties of perjury that the agreement of consolidation • merger • ~~XXXXXX XXXXXX XXXXXX XXXXXX XXXXXX~~ has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78, and in compliance with all pertinent requirements of the articles of organization of such corporation at a meeting of stockholders of such corporation held on July 30, 2001 .....

DeWitt F. Parcell

President\* ~~XXXXXXXXXXXX~~

and

Clerk\* ~~XXXXXXXXXXXX~~

of.....Production Technology Center, Inc.

(name of corporation)

**B. FOR CORPORATIONS ORGANIZED OTHER THAN IN MASSACHUSETTS**

The undersigned .....President.....\*\* and .....Secretary.....\*\*\*

of .....Production Technology Center, Inc.

a corporation organized under the laws of the State of Florida  
further state under the penalties of perjury that the agreement of ~~KODAK CORPORATION~~ merger\* ~~a copy of~~  
~~which is set out under Paragraph X~~, has been duly executed on behalf of such corporation and duly

approved in the manner required by the laws of Florida.....  
and in compliance with all pertinent requirements of the articles of organization (or other corresponding in-  
strument) of such corporation, on ... July 24, 2001.....

DeWitt F. Burcell, President

Robert van den Boogaart, Secretary

of.....Production..Technology..Center, Inc.

(name of corporation)

\*Delete the inapplicable word.

**\*\*Specify the officer having powers and duties corresponding to those of the President or Vice President of a Massachusetts corporation organized under General Laws, Chapter 156B.**

\*\*\*Specify the officer having powers and duties corresponding to the Clerk or Assistant Clerk of such a Massachusetts corporation.

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF CONSOLIDATION/MERGER

(General Laws, Chapter 156B, Section 79)

I hereby approve the within articles of ~~consolidation~~ merger and, the filing fee in the amount of \$ ..... having been paid, said articles are deemed to have been filed with me this ..... day of ....., 19 .....

Effective Date

William Francis Galvin

Secretary of the Commonwealth  
State House, Boston, Mass.

TO BE FILLED IN BY CORPORATION  
Photo Copy of Articles of Merger To Be Sent

To:  
..... Chris Drucas, Esq. ....  
..... 76 Lafayette Street .....  
..... Salem, MA 01970 .....

Copy Mailed

**D**

**The Commonwealth of Massachusetts**

**William Francis Galvin**

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

**ARTICLES OF ORGANIZATION**  
(General Laws, Chapter 156B)

**ARTICLE I**

The exact name of the corporation is:

PRODUCTION TECHNOLOGY CENTER, INC.

**ARTICLE II**

The purpose of the corporation is to engage in the following business activities:

See Page 2A

01030010

*Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.*



### ARTICLE III

State the total number of shares and par value, if any, of each class of stock which the corporation is authorized to issue.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:	200,000	Common:	N/A	
Preferred:	N/A	Preferred:	N/A	

### ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

Not Applicable

### ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

See Pages 5A, 5B and 5C

### ARTICLE VI

\*\*Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

See Page 6A

*\*\*If there are no provisions state "None".*

*Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.*

Article 2. The purpose for which this Corporation is formed are as follows:

- a. To transact the business of manufacturing, designing, producing, selling wholesale and retail, glass products and tubes, optical fiber products, lighting products, ceramic and quartz products, diamonds and diamond tools, pumps and compressors, decontamination equipment, health and safety equipment, power tools, and to provide instruction and education and the manufacturing, marketing and installation of the various types of equipment and goods described above to the general public and business sector; manufacturing all such items and dealing in all goods relating to said manufactured items with other entities, either Corporations, partnerships, or proprietorships; to provide consulting services relating to such activities; to construct, equip, purchase, own, sell, charter, use, operate all types of equipment relating to the above purposes for profit, either directly or indirectly, and to supply any and all materials necessary and useful to the operation of such business activities, including the right to pledge the assets of the Corporation for other individuals or other Corporations that are in a related business or otherwise.
- b. To acquire, whether for or incident to other business activities heretofore mentioned or not, without limit as to amount in any jurisdiction, but in conformity to the laws thereof, by purchase, deed, mortgage, lease or by any other method, and to dispose of by sale, conveyance, mortgage or by any other method, personal property or every name, nature and description and real property, whether improved or unimproved; to develop and operate any and all of such real property, and to this end, to build, erect, tear down and rebuild, operate or sell hotels, warehouses, office buildings, shops, factories, mills, tenements or other houses, and any and all structures, and to enter into any and all contracts necessary for the premises; to issue bonds upon any and all of the above-named property, buildings and structures as security and dispose of said bonds and to advance money on, purchase and sell bonds, issued on any other property, real or personal; to build, construct and open for public or private use streets and roads and build and operate sewers necessary for the promotion of any of the above objects and further, to transact or commission the general business of a real estate agent and broker.
- c. To do or cause to be done and any all such acts and things as may be necessary, desirable, appropriate, convenient or incidental to the accomplishment or performance of any or all of the foregoing purposes.
- d. To carry on any business or other activity which may be lawfully carried on by a corporation organized under the Business Corporation Law or the Commonwealth of Massachusetts, whether or not related to those referred to in the foregoing paragraph.

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stocks of any class are as follows:

- a. No disposition, sale, assignment or transfer of all or any part of the shares of the common stock of the Corporation, including assignments by order of Probate Court or any other Court, other than by testamentary disposition or disposition under the laws of descent and distribution, shall be made by any stockholders, or by any heir, legal representative, devisee, testamentary beneficiary, successor or assign, unless and until the provisions hereof shall have been complied with.
- b. Each share of common stock of the Corporation is subject to the requirements, and restrictions upon the transfer of such shares set forth below and the same shall constitute a contract of each shareholder with the Corporation, shall be binding upon each stockholder and his heirs, assigns, executors, administrators, or other legal representatives, and upon all other persons succeeding to or standing in the place of or holding under the stockholder, whether by act of the shareholder or by operation of law.
- c. Any stockholder desiring to sell or dispose of any of the shares of the capital stock of the Corporation shall give written notice by registered mail to the Secretary of the Corporation of his desire to sell and dispose of the same, stating therein the price per share at which he offers such stock for sale, but, as hereinafter provided, such price shall not be in excess of the book value of said stock, as hereinafter defined ("book value"). If, within twenty (20) days after the receipt of said notice, the Corporation, by authority from its Board of Directors (upon which vote the offering stockholder, if a Director, shall abstain), shall agree to purchase all or a portion of the stock so offered or desired to be sold, then that portion of the stock so desired to be purchased by the Corporation must be sold and transferred to the Corporation, provided the purchase price, not in excess of the book value thereof is paid within twenty (20) days from the date of receipt of the written notice aforesaid.
- d. Any such stock which the Corporation, acting by and through its Board of Directors, does not agree to purchase within said twenty (20) day period shall then be offered by the stockholder making such offer to the other stockholders of the Corporation, in such proportion as the respective stock ownership of each stockholder shall bear to the outstanding stock of the Corporation, excluding therefrom the stock being offered for sale, the purchase price for such shares of stock so desired to be sold to be the same as that offered to the Corporation. Upon the offer to the stockholders, such stockholders shall have the same twenty (20) day period after receipt of the notice of such offer within which to complete the purchase, and each such stockholder may purchase all or such portion of his proportionate share of the stock so offered to him, within twenty (20) days after

the receipt by him of notice of such offer, then such portion of the Corporate stock shall be offered to the remaining stockholders in such proportions as the respective stock ownership of each such remaining stockholder shall bear to the outstanding stock of the Corporation, excluding therefrom the stock then owned by the stockholder or stockholders declining to purchase his or their full proportionate share and the stock then being offered for sale; each such remaining stockholder to have the same twenty (20) day period after the receipt of notice of such offer within which to purchase all or such portion of the offered stock as he may desire. Should any such offering stockholder offer any or all of such corporate stock to such other stockholders at a less price, or upon terms more favorable to such other stockholders, than those upon which he therefore offered the same to the Corporation, then in such event before he can sell to any such other stockholders he shall again give the same notice to the Corporation as is required in the first instance and the Corporation shall have a similar twenty (20) day period within which to accept such new offer.

- e. Any portion of such stock which may not be purchased by stockholders as above provided may be sold to such person, firm, association or corporation as the stockholder offering to sell such stock may desire, but not at a less price or upon terms more favorable to the purchaser, than those upon which it was offered to the Corporation and to their stockholders. Should such stockholder desire to sell such stock at a less price, or upon terms more favorable to the purchaser, than those upon which he theretofore offered the same to the other stockholders, then in such event, before he can sell to any such person, firm, association or corporation other than the stockholders, he shall again follow the procedure set forth above in c and d.
- f. Death or the filing of a voluntary or involuntary petition in bankruptcy by any stockholder and the occurrence of any insolvency of any stockholder, the making of any assignment for the benefit of creditors or the entrance into any composition agreement with creditors shall be construed as an offer to sell all of the shares then held by such stockholder in accordance with c and d hereof at Book Value.
- g. The purchase price hereunder of shares of stock of the Corporation shall not be in excess of the Book Value of such shares of stock as shown by the last semiannual or monthly balance sheet of the Corporation next preceding the date of the offer, but subject, nevertheless, to the definition of the term "Book Value" that is hereinafter set forth.

For the purpose of these Articles of Organization, the Book Value of shares of stock shall be determined by a certified public accountant licensed by the Commonwealth of Massachusetts in accordance with the following provisions: a) Goodwill and other

intangible property shall be deemed to be of no value, and shall be excluded and not taken in consideration; (b) Furniture, furnishings fixtures, machinery, equipment, etc., on hand at the time of making the last semiannual or monthly balance sheet aforementioned shall be taken as of the value at which the same shall appear in such balance sheet; (c) Current accounts receivable shall be taken in at the face value thereof, less discount (if the accounts shall be carried gross upon the books), and less a reserve of three (3%) percent for depreciation to be thereafter, but within not later than four months, appropriately adjusted; (d) All merchandise whatsoever and whensoever the same may be, and whether in process of manufacture, in transit, or otherwise, shall be taken in at the cost or market value, whichever shall be lower at that time; (e) Any securities acquired by the Corporation shall be taken in at the market value thereof; (f) Federal, State, and Municipal taxes and assessments shall be apportioned and charged as a liability as of the date of the aforementioned semiannual or monthly balance sheet.

- h. Each outstanding stock certificate of the Corporation shall bear the following endorsement: "The shares of stock represented by this certificate are subject to restrictions on transfer, a copy of which will be furnished by the company to the holder of this certificate upon written request and without charge".
- i. The Corporation shall in no event transfer the ownership of shares in the register of this Corporation, except after the proof of compliance with the terms and conditions hereof.

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Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the Corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the Corporation, or of its directors or stockholders, or of any class of stockholders:

Meetings of the Stockholders of the Corporation may be held anywhere in the United States. The directors may make, amend or repeal the by-laws in whole or in part, except with respect to any provisions thereof which by law or the by-laws of the Corporation requires action by the stockholders:

Except as otherwise hereinafter provided, the powers of the directors may be exercised by the stockholders with respect to any matter upon which the directors are deadlocked after the holding of at least two meetings for the purposes of making a decision upon the matter. For this purpose the Board shall be considered deadlocked as if the votes are divided evenly on the matter.

These Articles of Organization may not be amended, except with the affirmative vote of the holder of at least two-thirds of the outstanding Common Stock of the Corporation.

No shares of stock issued by this Corporation and subsequently reacquired by it shall be reissued or otherwise disposed of, no additional shares of Common Stock of the Corporation shall be issued and no securities convertible into or exchangeable for Common Stock of the Corporation shall be authorized or issued without, in any one of the foregoing cases, the prior affirmative vote of the holders of two-thirds of the outstanding Common Stock of the Corporation voting together.

All decisions with respect to the compensation of officers and with respect to the declaration of dividends shall be made exclusively by the Board of Directors of the Corporation.

#### ARTICLE VII

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

#### ARTICLE VIII

The information contained in Article VIII is not a permanent part of the Articles of Organization.

a. The street address (*post office boxes are not acceptable*) of the principal office of the corporation in Massachusetts is:

426B Boston Street, Topsfield, MA 01983

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President: DeWitt F. Purcell	12 Davis Lane Georgetown, MA 01833	SAME
Treasurer: DeWitt F. Purcell	12 Davis Lane Georgetown, MA 01833	SAME
Clerk: DeWitt F. Purcell	12 Davis Lane Georgetown, MA 01833	SAME
Directors: DeWitt F. Purcell	12 Davis Lane Georgetown, MA 01833	SAME

c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of:

December


d. The name and business address of the resident agent, if any, of the corporation is:

None

#### ARTICLE IX

By-laws of the corporation have been duly adopted and the president, treasurer, clerk and directors whose names are set forth above, have been duly elected.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 156B and do hereby sign these Articles of Organization as incorporator(s) this 29<sup>th</sup> day of June, 2001.

  
DeWitt F. Purcell

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

(General Laws, Chapter 156B)

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 200 having been paid, said articles are deemed to have been filed with me this 18th day of JULY 1970.

Effective date: \_\_\_\_\_

*William Francis Galvin*

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

**FILING FEE:** One tenth of one percent of the total authorized capital stock, but not less than \$200.00. For the purpose of filing, shares of stock with a par value less than \$1.00, or no par stock, shall be deemed to have a par value of \$1.00 per share.

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Chris Drucas, Esq.

76 Lafayette Street

Salem, MA 01970

Telephone: (978) 741-7400

SECRETARY OF THE  
COMMONWEALTH  
01 JUL 18 PM 1:23  
CORPORATION DIVISION