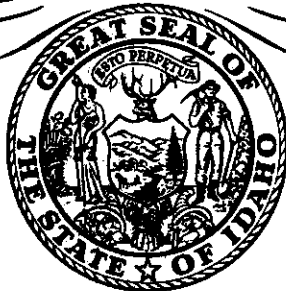


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

LOUIS E. CLAPP
I, ~~BERKSHIRE DISTRIBUTORS, INC.~~, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

BERKSHIRE DISTRIBUTORS, INC.

a corporation duly organized and existing under the laws of **Massachusetts** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **8th** day of **April** 19 **66**, a properly authenticated copy of its articles of incorporation, and on the **8th** day of **April** 19**66**, a designation of **T. H. Kbarle or W. C. Roden** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **8th** day of **April**, A.D. 19 **66**.

Secretary of State.



The Commonwealth of Massachusetts

Office of the Secretary

State House, Boston 33

Kevin H. White

Secretary of the Commonwealth

MAR 3 1966

A true copy Witnessed under the Great
Seal of the Commonwealth of Massachusetts.

Kevin H. White

Secretary of the Commonwealth

Joseph P. Swift
Deputy Secretary.

Form CD-505

THE COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF CORPORATIONS AND TAXATION
240 STATE HOUSE, BOSTON, MASS.

INCREASE OF CAPITAL

Within thirty days after the date of the vote of the stockholders, this certificate must be submitted to the Commissioner of Corporations and Taxation. See General Laws, Chapter 156, Section 43.

The FEE of 1/20 of 1% of the amount by which the capital stock with par value is increased, and one cent for each additional share without par value, but not in any case less than \$25., must accompany this certificate.

Make check payable to THE COMMONWEALTH OF MASSACHUSETTS.

We, Henry Michelson, President, Leonard Rosen, Treasurer,
and Henry Michelson, Gerald E. Katz and Rubin Epstein

, a majority of the Directors,

of BERKSHIRE DISTRIBUTORS, INC.
NAME OF CORPORATION
located at Rooms 701-704 10 State Street, Boston, Mass.
in compliance with the provisions of General Laws, Chapter 156, hereby certify that at a meeting of the stockholders of the corporation, duly called for the purpose, held August 16, 1961, by the affirmative vote of thirty (30) ~~shares of the preferred stock and~~ shares of the common stock of the corporation, being all of the ~~at least a~~ majority of each class of stock outstanding and entitled to vote, the following amendment authorizing an increase in the capital stock of the corporation was duly adopted, namely:

VOTED: to amend the Agreement of Association and Articles of Organization by changing the authorized capitalization of the corporation from

990 shares common stock without par value to:

300,000 shares common stock, par value \$1.00 each, or \$300,000.00.

VOTED: that on or before one week from the date of this meeting, i.e. on or before August 23, 1961, each and every stockholder of this corporation shall surrender the shares of stock now owned or held by him and the proper officers of this corporation are hereby authorized and directed to issue to each stockholder 736⁴ shares of the common stock of the par value of \$1.00 each for each ten shares of the no par common stock surrendered by him and to cancel the thirty (30) shares of no par common stock received by the corporation pursuant to said exchange

Leave this space for binding

The total amount of capital stock already authorized is

shares preferred

shares common

990 shares preferred

shares common

with par value

without par value

The amount of capital stock already issued for cash payable by instalments is

shares preferred

shares common

shares preferred

shares common

with par value

without par value

The amount paid on such instalment stock is \$

\$ on preferred

\$ on common

\$ on preferred

\$ on common

with par value

without par value

The amount of full paid stock already issued for cash is

shares preferred

shares common

30 shares preferred

shares common

with par value

without par value

for property is

shares preferred

shares common

shares preferred

shares common

with par value

without par value

for services and expenses is

shares preferred

shares common

shares preferred

shares common

with par value

without par value

The amount of additional capital stock authorized is

300,000 shares preferred

shares common

shares preferred

shares common

with par value

without par value

The amount of such additional stock ¹ now to be issued is described or stated as follows:

| TO BE PAID FOR: | PREFERRED | COMMON |
|--|-----------|--------|
| IN CASH: | | |
| In full..... | | |
| By instalments..... | | |
| Amount of first instalment..... | | |
| IN PROPERTY: | | |
| REAL ESTATE..... | | |
| Location..... | | |
| Area..... | | |
| PERSONAL PROPERTY: | | |
| Accounts receivable..... | | |
| Notes receivable..... | | |
| Merchandise..... | | |
| Supplies..... | | |
| Securities..... | | 22092 |
| Machinery..... | | |
| Motor vehicles and Trailers..... | | |
| Equipment and tools..... | | |
| Furniture and fixtures..... | | |
| Patent rights..... | | |
| Trade-marks..... | | |
| Copyrights..... | | |
| Goodwill..... | | |
| Stock Dividend (Show Balance Sheet on Page 3)..... | | |
| ² IN SERVICES..... | | |
| ² IN EXPENSES..... | | |

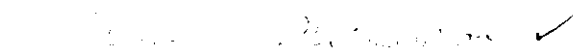
Leave this space for binding

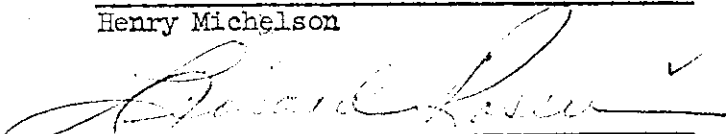
¹ No stock shall be at any time issued unless the cash, so far as due, or the property, services or expenses for which it was authorized to be issued, has been actually received or incurred by, or conveyed or rendered to, the corporation, or is in its possession as surplus; nor shall any note or evidence of indebtedness, secured or unsecured, of any person to whom stock is issued, be deemed to be payment therefor; and the president, treasurer and directors shall be jointly and severally liable to any stockholder of the corporation for actual damages caused to him by such issue.


² SERVICES AND EXPENSES: Services must have been rendered and expenses incurred before stock is issued therefor. State clearly the nature of such services or expenses and the amount of stock to be issued therefor.

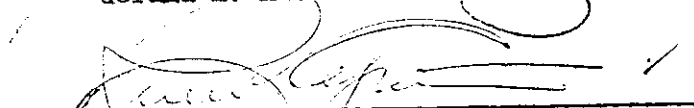
Leave this space for binding

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we hereto sign our names,
this 30th day of August, 1961 .


Henry Michelson


Leonard Rosen


Gerald E. Katz


Rubin Epstein

THE COMMONWEALTH OF MASSACHUSETTS

WRITE NOTHING BELOW

Berkshire Distributors, Inc.

RECEIVED

#15000

SEP 5 - 1961

CORPORATION DIVISION
SECRETARY'S OFFICE
ARTICLES OF AMENDMENT
GENERAL LAWS, CHAPTER 156, SECTION 44
INCREASE OF CAPITAL

Filed in the office of the Secretary of the Commonwealth

September 5, 1961

I hereby approve the within certificate

DEPARTMENT OF this 5th day of September, 19 61 .

SEP - 5 1961

CORPORATIONS AND TAXATION

Luigi J. Rizzotto

Commissioner of Corporations and Taxation

+

Brown Brothers
851 Boston Street



The Commonwealth of Massachusetts

Office of the Secretary

State House, Boston 33

Kevin H. White
Secretary of the Commonwealth

MAR 2 1966

A true copy Witnessed under the Great
Seal of the Commonwealth of Massachusetts.

Kevin H. White

Secretary of the Commonwealth

Joseph J. Piro
Deputy Secretary.

1

THE COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF CORPORATIONS AND TAXATION
235 STATE HOUSE, BOSTON 33

ARTICLES OF AMENDMENT

This certificate must be submitted to the Commissioner of Corporations and Taxation within thirty days after the date of the vote of the stockholders, in accordance with General Laws, Chapter 156, Section 43.

FEE for filing certificate providing for a change of shares with par value to shares without par value, whether or not the capital is changed thereby, one cent for each share without par value resulting from such change, less an amount equal to one twentieth of one per cent of the total par value of the shares so changed; but not in any case less than \$25.00. The fee for filing all other amendments is \$15.00. Make check payable to THE COMMONWEALTH OF MASSACHUSETTS.

WE, Henry Michelson President and Treasurer
and Henry Michelson,
Herbert Silverman
and
Frances Colton

the
being a majority of the Directors of
Berkshire Distributors, Inc.
located at 1550 Boston Road, Springfield, Mass.

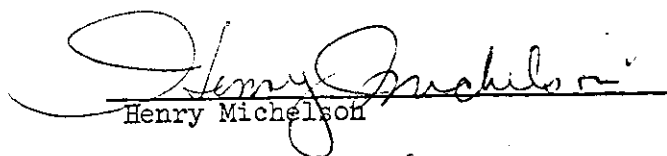
in compliance with the provisions of General Laws, Chapter 156, do hereby certify that at a meeting of the stockholders of the corporation, duly called for the purpose, held July 19, 1961, by the affirmative vote of thirty (30) shares of the common stock of the corporation, being at least -

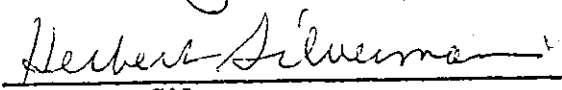
- of all the stock outstanding and entitled to vote, the following amendment or alteration in the Agreement of Association and Articles of Organization of the corporation was duly adopted, namely:

- I. That the location of the principal office of this Corporation within this Commonwealth be, and the same hereby is, changed from Springfield, Massachusetts to Boston, Massachusetts. *of 10/21/61*
- II. To strike from the Agreement of Association and Articles of Organization of this Corporation each and every restriction imposed upon the transfers of shares of the capital stock of this Corporation.
- III. To add to the purposes clause as appearing in the Articles of Organization and Agreement of Association by placing at the end thereof the following sentence: "To assume, guarantee or secure the leases, contracts, or other obligations and/or the payment of any dividends on any stock or shares and/or of principal or interest on any bonds, notes or any other evidences of indebtedness of any person, firm, association, trust or other corporation in which this corporation has a financial interest, direct or indirect."

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names,

this 16th day of August in the year 1961.


Henry Michelson

H.S. 
Herbert Silverman

F.C. 
Frances Colton

6163

RECEIVED
\$75.00 CK.

THE COMMONWEALTH OF MASSACHUSETTS
WRITE NOTHING BELOW

AUG 18 1961

Berkshire Distributors, Inc.

CORPORATION DIVISION
SECRETARY'S OFFICE

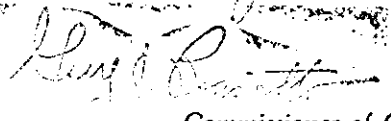
ARTICLES OF AMENDMENT
GENERAL LAWS, CHAPTER 156, SECTION 42

Change of location; amendment to....
restrictions on transfer of stock;
amendment to purpose

Filed in the office of the Secretary of the Commonwealth,
August 18, 19 61

DEPARTMENT OF
AUG 18 1961
CORPORATIONS AND TAXATION

I hereby approve the within certificate, this
18th day of August, 1961



Commissioner of Corporations
and Taxation.

Handwritten signature



The Commonwealth of Massachusetts

Office of the Secretary

State House, Boston 33

MAR 2 1966

Kevin H. White
Secretary of the Commonwealth

A true copy Witnessed under the Great
Seal of the Commonwealth of Massachusetts.

Kevin H. White

Secretary of the Commonwealth

Joseph P. Twiss
Deputy Secretary.

THE COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF CORPORATIONS AND TAXATION
100 STATE HOUSE, BOSTON, MASS.

REDUCTION OF CAPITAL

The fee for filing to accompany this certificate is \$15.00. Checks should be made payable to The Commonwealth of Massachusetts.

This certificate must be submitted to the Commissioner of Corporations and Taxation within thirty days after the date of the meeting at which the amendment was adopted. Section 45, Chapter 156, General Laws.

We, Henry Michelson, President, and , Treasurer
and Henry Michelson,
Herbert Silverman, and
Frances Colton

all
being a majority of the directors of

Berkshire Distributors, Inc.
NAME OF CORPORATION

located at 10 State Street, Boston, Mass.

in compliance with the provisions of Chapter 156 of the General Laws, do hereby certify that at a meeting of the stockholders of the corporation, duly called for the purpose, held July 19, 1961, and by the affirmative vote of ~~shares of the preferred stock and~~ of thirty (30) shares of the common stock of the corporation, being at least a majority of all the stock outstanding and entitled to vote, the following amendment authorizing a reduction in the capital stock of the corporation was duly adopted, namely:

[Here insert an exact copy of the vote or votes authorizing the reduction.]

"VOTED: That the capital stock of this Corporation be, and the same is hereby reduced by the cancellation of two hundred (200) shares (being the entire authorized number of shares) of the preferred stock with a par value of \$100 each, of which forty (40) shares are now held as treasury stock and by the cancellation of the ten (10) shares of the common stock, without par value, now held as treasury stock, so that the entire capital of this corporation shall be 990 shares common stock, without par value, of which thirty (30) shares are issued and outstanding."

The total amount of capital stock already authorized is {

| | | | |
|---------------|--------|-----------|---------------------|
|200..... | shares | preferred | } with par value |
| | shares | common | |
| | shares | preferred | } without par value |
| ..1,000..... | shares | common | |

The total amount of capital stock already issued is {
 40 shares preferred } with par value
 shares common }
 40 shares preferred } without par value
 shares common }

The amount of the reduction of the capital stock is.....

| | | |
|------------------|------------------|---------------------|
| \$20,000.00..... | preferred | } with par value |
| \$..... | common | |
| | shares preferred | } without par value |
|10..... | shares common | |

| | | | | |
|---|---|---------|------------------|---------------------|
| The amount of issued stock after reduction is | { | \$..... | preferred | } with par value |
| | | \$..... | common | |
| | | | shares preferred | } without par value |
| | | 30..... | shares common | |

The manner in which said reduction will be effected is as follows:

By cancellation of the entire issue of preferred stock, and by cancellation of the ten (10) shares of the common stock, without par value, now held as treasury stock.

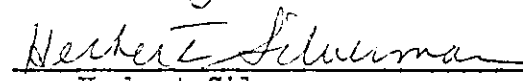
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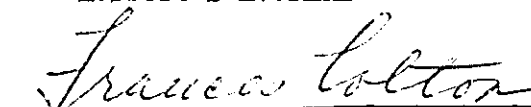
Leave this space for binding

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names,

this 16th day of August in the year 19 61.


Henry Michelson

vs. 
Herbert Silverman

vs. 
Frances Colton

7014

RECEIVED THE COMMONWEALTH OF MASSACHUSETTS

\$25 CK.

WRITE NOTHING BELOW

AUG 18 1961

Berkshire Distributors, Inc.

CORPORATION DIVISION

SECRETARY'S OFFICE

ARTICLES OF AMENDMENT

REDUCTION OF CAPITAL

GENERAL LAWS, CHAPTER 156, SECTION 45

Filed in the office of the Secretary of the Commonwealth

August 18, 1961

I hereby approve the within certificate, this

18th day of August 19 61

Commissioner of Corporations and Taxation

DEPARTMENT OF

18 1961

CORPORATIONS AND TAXATION

+

MASSACHUSETTS

SECRETARY'S OFFICE



The Commonwealth of Massachusetts
Office of the Secretary
State House, Boston 33

Kevin H. White
Secretary of the Commonwealth

MAR 3 1966

A true copy Witnessed under the Great
Seal of the Commonwealth of Massachusetts.

Kevin H. White

Secretary of the Commonwealth

Joseph P. Rice
Deputy Secretary.

THE COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF CORPORATIONS AND TAXATION
235 STATE HOUSE, BOSTON

INCREASE OF CAPITAL

Within thirty days after the date of the vote of the stockholders, this certificate must be submitted to the Commissioner of Corporations and Taxation. See General Laws, Chapter 156, Section 43.

The FEE of 1/20 of 1% of the amount by which the capital stock with par value is increased, and one cent for each additional share without par value, but not in any case less than \$25., must accompany this certificate.

Make check payable to THE COMMONWEALTH OF MASSACHUSETTS.

We, Henry Michelson, President, Max M. Goodman, Treasurer,
and Henry Michelson
Max M. Goodman
Leonard Rosen

all a majority of the Directors.

of BERKSHIRE DISTRIBUTORS, INC.

located at 1550 Boston Road, Springfield, Massachusetts

in compliance with the provisions of General Laws, Chapter 156, hereby certify that at a meeting of the stockholders of the corporation, duly called for the purpose, held July 11, 1958, by the affirmative vote of

shares of the preferred stock and

of all shares of the common stock of the corporation, being at least a majority of each class of stock outstanding and entitled to vote, the following amendment authorizing an increase in the capital stock of the corporation was duly adopted, namely:

VOTED: That the capital stock of this Corporation shall be increased by the creation of a preferred stock issue of two hundred shares at a par value of \$100 each share; that this preferred stock shall have no voting power, and shall be non-dividend and non-interest bearing stock; that the whole or any part of such preferred stock may be redeemed at the option of the Board of Directors of this Corporation at any time upon the giving of thirty (30) days notice and the payment of the par value of each share; that upon dissolution of the Corporation or upon final distribution of the corporate assets, and after payment of all debts of the Corporation, this preferred stock shall be redeemed at its par value, and if the assets, or their proceeds, are not sufficient, then all such assets or their proceeds shall be distributed ratably among the holders of the preferred stock, but if, upon such final distribution of the corporate assets or upon dissolution of the Corporation, the corporate assets, or their proceeds, are more than sufficient to redeem the preferred stock, as hereinbefore stated, then all such assets or funds remaining after such redemption shall be used for distribution ratably among the holders of the common no-par value stock of this Corporation.

Leave this space for binding

The total amount of capital stock already authorized is {

 shares preferred } with par value

 shares common }

 3,000 shares preferred } without par value

 shares common }

 The amount of capital stock already issued for cash {

 shares preferred } with par value

 shares common }

 payable by instalments is {

 shares preferred } without par value

 shares common }

 The amount paid on such instalment stock is {

 \$..... on preferred } with par value

 \$..... on common }

 \$..... on preferred } without par value

 \$..... on common }

 The amount of full paid stock already issued {

 shares preferred } with par value

 shares common }

 for cash is {

 40 shares preferred } without par value

 shares common }

 for property is {

 shares preferred } with par value

 shares common }

 shares preferred } without par value

 shares common }

 for services and expenses is {

 shares preferred } with par value

 shares common }

 shares preferred } without par value

 shares common }

 The amount of additional capital stock authorized is . {

 200 shares preferred } with par value

 shares common }

 shares preferred } without par value

 shares common }

The amount of such additional stock ¹ now to be issued is described or stated as follows:

TO BE PAID FOR:

IN CASH:

| | PREFERRED | COMMON |
|---------------------------------|-----------|--------|
| In full..... | 40 | |
| By instalments..... | | |
| Amount of first instalment..... | | |

IN PROPERTY:

REAL ESTATE.....

| | PREFERRED | COMMON |
|---------------|-----------|--------|
| Location..... | | |
| Area..... | | |

PERSONAL PROPERTY:.....

| | | |
|--|--|--|
| Accounts receivable..... | | |
| Notes receivable..... | | |
| Merchandise..... | | |
| Supplies..... | | |
| Securities..... | | |
| Machinery..... | | |
| Motor vehicles and Trailers..... | | |
| Equipment and tools..... | | |
| Furniture and fixtures..... | | |
| Patent rights..... | | |
| Trade-marks..... | | |
| Copyrights..... | | |
| Goodwill..... | | |
| Stock Dividend (Show Balance Sheet on Page 3)..... | | |

IN SERVICES.....

IN EXPENSES.....

¹ No stock shall be at any time issued unless the cash, so far as due, or the property, services or expenses for which it was authorized to be issued, has been actually received or incurred by, or conveyed or rendered to, the corporation, or is in its possession as surplus; nor shall any note or evidence of indebtedness, secured or unsecured, of any person to whom stock is issued, be deemed to be payment therefor; and the president, treasurer and directors shall be jointly and severally liable to any stockholder of the corporation for actual damages caused to him by such issue.

² SERVICES AND EXPENSES: Services must have been rendered and expenses incurred before stock is issued therefor. To clearly state the nature of such services or expenses and the amount of stock to be issued therefor.

Leave this space for binding

Leave this space for filing

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we hereto sign our names,

this 11th day of July, 1958.

FRANK THOMAS, PRESIDENT,

John H. Goodman
JOHN H. GOODMAN, TREASURER

FRANK THOMAS, DIRECTOR

John H. Goodman
JOHN H. GOODMAN, DIRECTOR

EDWARD ROSEN, DIRECTOR

RECORDED IN THE COMMONWEALTH OF MASSACHUSETTS

\$25-

WRITE NOTHING BELOW.

AUG 8 1958

Berkshire Manufacturing, Inc.

CORPORATION DIVISION
SECRETARY'S OFFICE

ARTICLES OF AMENDMENT

GENERAL LAWS, CHAPTER 156, SECTION 44

INCREASE OF CAPITAL

DEPARTMENT OF

G.
AUG 2 1958

FILED
CORPORATIONS AND TAXATION

Filed in the office of the Secretary of the Commonwealth

August 8, 1958

I hereby approve the within certificate

this

day of

1958

Joseph P. Moody

Commissioner of Corporations and Taxation



The Commonwealth of Massachusetts

Office of the Secretary

State House, Boston 33

Kevin H. White

Secretary of the Commonwealth

MAR 3 1966

A true copy Witnessed under the Great
Seal of the Commonwealth of Massachusetts.

Kevin H. White

Secretary of the Commonwealth

Joseph P. ...
Deputy Secretary:

THE COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF CORPORATIONS AND TAXATION
240 STATE HOUSE, BOSTON, MASS.

ARTICLES OF ORGANIZATION

We, Henry Michelson, Max M. Goodman, Leonard Rosen

being a majority of the directors of

Berkshire Distributors, Inc.

elected at its first meeting, in compliance with the requirements of General Laws, Chapter 156, Section 10, hereby certify that the following is a true copy of the agreement of association to form said corporation, with the names of the subscribers thereto:

We, whose names are hereto subscribed, do, by this agreement, associate ourselves with the intention of forming a corporation under the provisions of General Laws, Chapter 156.

The name by which the corporation shall be known is

BERKSHIRE DISTRIBUTORS, INC.

The location of the principal office of the corporation in Massachusetts is to be in
the city or town of Springfield, and outside Massachusetts,
the city or town of , State of-

[The business address of the corporation is to be

1550 Boston Road, Springfield, Massachusetts

Street and number (if office building, give room number), city or town.

If such business address is not yet determined, give the name and business address of the treasurer or other officer to receive mail.

.....]
Name and title of officer to receive mail and his complete business address.

The purposes for which the corporation is formed and the nature of the business to be transacted by it are as follows:

To purchase or otherwise acquire, manufacture, produce, import, process, refine, develop, exploit, market, export, distribute, sell or otherwise dispose of at wholesale or retail, or on commission, to act as manufacturer's representative, and as buying, selling or distributing agents, and generally deal and trade in and with goods, wares, items, merchandise, products, raw materials, articles of commerce and commodities of every kind, nature, and description, including but not limited to metal, wood, leather, wool, cotton, natural fiber, plastics, synthetic reserves, and any and all of the items, goods, wares, and merchandise made with or from the said products and all of the manufactured items regardless and irrespective of their origin, source, process of manufacture being limited in no way by or to the choice of product as above dealt with, and any and all inventions, devices, processes, discoveries, trade names, trade symbols, labels and design, and other indicia or origin or ownership, and all other rights, interests, or privileges in any names incident thereto; and, generally conduct an extensive and unlimited merchandising, trading, and selling corporation.

To purchase, lease, exchange, or otherwise acquire, hold, sell, encumber, or otherwise deal in or dispose of any real or personal property or in any rights or privileges which the corporation may consider necessary or convenient for the purpose of its business; to acquire by purchase, lease, exchange, or otherwise, the whole or any part of the good will, patents, rights, licenses and property of any person or persons, firm, association, or corporation heretofore engaged or hereafter engaged in any of the corporate business or any similar business or in any business which this corporation is authorized to carry on, and pay for the same in cash, stock, or other securities of the corporation, or otherwise, and hold in any manner or dispose of the whole or any part of the property or

acquired and conduct in any lawful manner the whole or any part of the business so acquired.

To enter into and make, and perform and carry out contracts of any kind and description made for any lawful purpose, without limitation as to amount, with any person, firm, association, or corporation, either public or private, or with any territory or government or agency thereof.

To borrow money; to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes and other evidence of indebtedness, and for the purpose of securing any of its obligations or contracts, to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets at any time owned by this corporation, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law.

To have and to exercise any and all powers, privileges now or hereafter conferred by the laws of the Commonwealth of Massachusetts upon corporations formed under the Acts above referred to or under any act amendatory thereof or supplemental thereto or substituted therefor.

The total capital stock to be authorized is as follows:

| CLASS OF STOCK | WITHOUT PAR VALUE | WITH PAR VALUE | | |
|----------------|-------------------|------------------|-----------|--------|
| | NUMBER OF SHARES | NUMBER OF SHARES | PAR VALUE | AMOUNT |
| Preferred | | | | \$. |
| Common | 1,000 | | | |

Restrictions, if any, imposed upon the transfer of shares:

[PRINTED OR PHOTOSTATIC RESTRICTIONS MUST NOT BE ATTACHED IN THIS SPACE.]

Any stockholder, including the heirs, assigns, executors or administrators of a deceased stockholder desiring to sell or transfer such stock owned by him or them, shall first offer it to the corporation through the Board of Directors, in the manner following:

He shall notify the directors of his desire to sell or transfer by notice in writing, which notice shall contain the price at which he is willing to sell or transfer and the name of one arbitrator. The directors shall within thirty days thereafter either accept the offer, or by notice to him in writing, name a second arbitrator, and these two shall name a third. It then shall be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator.

After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the directors shall have thirty days within which to purchase the same at such valuation, but if at the expiration of thirty days, the corporation shall not have exercised the right to purchase, the owner of the stock shall be at liberty to dispose of the same in any manner he may see fit.

No shares of stock shall be sold or transferred on the books of the corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirement.

A description of the different classes of stock, if there are to be two or more classes, and a statement of the terms on which they are to be created and of the method of voting thereon:

Other lawful provisions, if any, for the conduct and regulation of the business 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:

N O N E

Leave this space for binding

[If seven days' notice is given, complete the following paragraph.]

The first meeting shall be called by
of

[If notice is waived, fill in the following paragraph.]

We hereby waive all requirements of the General Laws of Massachusetts for notice of the first meeting of the incorporators for the purpose of organization, and appoint the seventh day of July, 1958, at 4:00 o'clock P M., at Suite 1045, 73 Tremont Street, Boston, Massachusetts as the time and place for holding such first meeting.

The names and residences of the incorporators and the amount of stock subscribed for by each are as follows:

| NAME FIRST NAME MUST BE WRITTEN IN FULL Initials and abbreviations are not sufficient. | DOMICIL ACTUAL PLACE OF RESIDENCE MUST BE GIVEN. | AMOUNT OF STOCK SUBSCRIBED FOR | |
|--|---|-----------------------------------|--------|
| | | PREFERRED | COMMON |
| Henry Michelson | 121 Parsons Drive, West Hartford, Connecticut | 0 | 1 |
| Max M. Goodman | 276 Hillside Ave., Pawtucket, Rhode Island | 0 | 0 |
| Leonard Rosen | 63 Long Hill Street, Springfield, Massachusetts | 0 | 0 |

Leave this space for binding

IN WITNESS WHEREOF we hereto sign our names, this 7th day of July, 1958

(Type or plainly print the name of each incorporator as signed to the Agreement of Association.)

s/ Henry Michelson
HENRY MICHELSON

s/ Max M. Goodman
MAX M. GOODMAN

s/ Leonard Rosen
LEONARD ROSEN

And we further certify that:
The first meeting of the subscribers to said agreement was held on the SEVENTH day
of July 1958
The amount of capital stock now to be issued' is as follows:

| CLASS OF STOCK | NUMBER OF SHARES | |
|----------------|-------------------|----------------|
| | WITHOUT PAR VALUE | WITH PAR VALUE |
| Preferred | | |
| Common | 40 | |

| | PREFERRED | COMMON |
|---|-----------|--------|
| TO BE PAID FOR: | | |
| IN CASH: | | |
| In full | | 40 |
| By instalments to be paid before commencing business..... | | |
| Amount of instalment | | |
| IN PROPERTY: | | |
| REAL ESTATE | | |
| Location | | |
| Area | | |
| PERSONAL PROPERTY: | | |
| Accounts receivable | | |
| Notes receivable | | |
| Merchandise | | |
| Supplies | | |
| Securities | | |
| Machinery | | |
| Motor vehicles and trailers | | |
| Equipment and tools | | |
| Furniture and fixtures | | |
| Patent rights | | |
| Trade-marks | | |
| Copyrights | | |
| Goodwill | | |
| IN SERVICES | | |
| IN EXPENSES | | |

No stock shall be at any time issued unless the cash, so far as due, or the property, services or expenses for which it was authorized to be issued, has been actually received or incurred by, or conveyed or rendered to, the corporation, or is in its possession as surplus; nor shall any note or evidence of indebtedness, secured or unsecured, of any person to whom stock is issued, be deemed to be payment therefor; and the president, treasurer and directors shall be jointly and severally liable to any stockholder of the corporation for actual damages caused to him by such issue.

SERVICES and EXPENSES: Services must have been rendered and expenses incurred before stock is issued therefor. State clearly the nature of such services or expenses and the amount of stock to be issued therefor.

The name, residence, and post office address of each of the officers of the corporation is as follows:

| | NAME | DOMICIL <small>Last place of residence must be given.</small> | POST OFFICE ADDRESS <small>HOME OR BUSINESS</small> |
|-----------|-----------------|--|--|
| President | Henry Michelson | 121 Parsons Drive, West Hartford, Connecticut | 121 Parsons Drive. W. Hartford, Conn. |
| Treasurer | Max M. Goodman | 276 Hillside Avenue, Pawtucket, Rhode Island | 276 Hillside Ave. Pawtucket, R.I. |
| Clerk | Gerald E. Katz | 1750 Commonwealth Ave. Brighton, Massachusetts | 73 Tremont St. Boston, Mass. |
| Directors | Henry Michelson | 121 Parsons Drive, West Hartford, Connecticut | 121 Parsons Drive W. Hartford, Conn. |
| | Max M. Goodman | 276 Hillside Avenue, Pawtucket, Rhode Island | 276 Hillside Ave., Pawtucket, R.I. |
| | Leonard Rosen | 63 Long Hill Street, Springfield, Massachusetts | 63 Long Hill St. Springfield, Mass. |

Leave this space for binding

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we hereto sign our names,
this Seventh day of July , 19 58.


HENRY MICHELSON


MAX M. GOODMAN


LEONARD ROSEN

2990

THE COMMONWEALTH OF MASSACHUSETTS

WRITE NOTHING BELOW

Berkshire Distributors, Inc.

RECEIVED
JUL 10 1953

JUL 10 1953

SECRETARY'S OFFICE

ARTICLES OF ORGANIZATION
GENERAL LAWS, CHAPTER 156, SECTION 10

Filed in the office of the Secretary of the Commonwealth
and Certificate of Incorporation issued

as of July 10, 1953

I hereby certify that, upon an examination of
the within-written articles of organization, the
agreement of association, and the record of the
first meeting of the incorporators, including the
by-laws, duly submitted to me, it appears that the
provisions of the General Laws relative to the or-
ganization of corporations have been complied
with, and I hereby approve said articles

DEPARTMENT OF

JUL 10 1953
CORPORATIONS AND TAXATION

this 10th day of July, 1953

James P. Healy
Commissioner of Corporations and Taxation

CHARTER TO BE SENT TO

.....
.....
.....

FILING FEE: 1/20 of 1% of the total amount of the
authorized capital stock with par value, and one cent
a share for all authorized shares without par value, but
not less than \$50. General Laws, Chapter 156, Section 53.