

APR 22 1997

WILLIAM M. GARDNER  
NEW HAMPSHIRE  
SECRETARY OF STATE

Form No. 11  
RSA 293-A:2.02

**STATE OF NEW HAMPSHIRE**

Fee for Form 11-A: \$ 50.00

Filing fee: \$ 35.00

Total fees \$ 85.00

Use black print or type.

Leave 1" margins both sides.

**ARTICLES OF INCORPORATION**

**THE UNDERSIGNED, ACTING AS INCORPORATOR(S) OF A CORPORATION UNDER THE NEW HAMPSHIRE BUSINESS CORPORATION ACT, ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION FOR SUCH CORPORATION:**

**FIRST:** The name of the Corporation is Leonardo Corporation

**SECOND:** The number of shares which the Corporation is authorized to issue:  
One Hundred (100) shares no par value common

**THIRD:** The name of the corporation's initial registered agent is: Alan L. Reische and the street address (including zip code and post office box, if any) of its initial registered office is (agent's business address) 1000 Elm Street, P. O. Box 3701, Manchester, NH 03105-3701

**FOURTH:** The capital stock of the Corporation will be sold or offered for sale within the meaning of RSA 421-B (New Hampshire Securities Act)

**FIFTH:** The corporation is empowered to transact any and all lawful business for which corporations may be incorporated under RSA 293-A and the principal purpose for which the Corporation is organized are:

Manufacturing and distribution of environmental products

[If more space is needed, attach additional sheets(s).]

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OF Leonardo Corporation

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(cont.)

**SIXTH:** The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Andrea Rossi	Via Maspero 5 Varese, Italy

**SEVENTH:** The powers of the incorporator(s) are to terminate upon the filing of these Articles of Incorporation. The names and mailing addresses of the individuals who are to serve as directors of the Corporation until the first annual meeting of shareholders or until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Andrea Rossi	Via Maspero 5 Varese, Italy

**EIGHTH:** No officer or director of the Corporation shall be personally liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take action, as a director or officer, except for liability for:

- (a) the amount of a financial benefit received by a director or officer to which s/he is not entitled;
- (b) an intentional infliction of harm on the Corporation or the shareholder;
- (c) a violation of RSA 293-A:8.33 (or its successor); or
- (d) an intentional violation of criminal law.

The provisions of this Article shall be construed such that to the fullest extent permitted by New Hampshire RSA 293-A, as the same exists or may hereafter be amended, a director and/or officer of this Corporation shall not be liable to the Corporation or its shareholders for monetary damages for any action taken or any failure to take action.

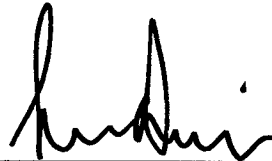
ARTICLES OF INCORPORATION  
OF Leonardo CorporationForm No. 11  
(cont.)

Any repeal or modification of the foregoing provision by the shareholders of the Corporation shall not adversely affect any right or protection of any director or officer of the Corporation existing or accrued at the time of such repeal or modification.

**NINTH:** Any action required or permitted to be taken at a meeting of the shareholders of the Corporation may be taken without a meeting, without prior notice and without a vote, if the action is taken by the number of shareholders having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all shares entitled to vote thereon were present and voted. The action must be evidenced by one or more written consents describing the action taken, signed by the number of shareholders necessary to take such action, indicating the date of the signature of each shareholder and delivered by hand or by certified or registered mail, return receipt requested, to the Corporation for inclusion in the minutes or filing with the corporate records.

**TENTH:** These Articles of Incorporation are intended to take effect as of 4:30 p.m. on the date that they are filed with the New Hampshire Secretary of State.

Dated 22<sup>nd</sup> April, 1997



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Andrea Rossi, Sole Incorporator

Mail fees, ORIGINAL, ONE EXACT OR CONFORMED COPY AND FORM 11-A to: Secretary of State, State House, Room 204, 107 North Main Street, Concord, NH 03301-4989.