

The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE

MICHAEL JOSEPH CONNOLLY, Secretary

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 156B)

Incorporators

NAME

POST OFFICE ADDRESS

Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.

Ronald J. Bellanti

26 Hofmann Avenue, Lawrence, MA 0184

The above-named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 156B and hereby state(s):

1. The name by which the corporation shall be known is:

Valley Towing, Inc.

2. The purpose for which the corporation is formed is as follows:

- A. To own, operate, manage and carry on a towing operation and to buy, sell or otherwise acquire merchandise, real and personal property, to conduct any lawful business and to do all lawful acts necessary for the conduct of same.
- B. To carry on any business or other activity which may be lawfully carried on by a corporation under the Business Corporation Law of the Commonwealth of Massachusetts, whether or not related to those referred to in the foregoing paragraph.

86-216045

- C
- P
- M
- R.A.

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

P.C.

3. The total number of shares and the par value, if any, of each class of stock within the corporation is authorized as follows:

CLASS OF STOCK	WITHOUT PAR VALUE	WITH PAR VALUE		
	NUMBER OF SHARES	NUMBER OF SHARES	PAR VALUE	AMOUNT
Preferred				\$.....
Common	7500			

*4. If more than one class is authorized, a description of each of the different classes of stock with, if any, the preferences, voting powers, qualifications, special or relative rights or privileges as to each class thereof and any series now established:

None

*5. The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are as follows:

Any shareholder before selling or otherwise disposing of any shares of his stock shall first give written notice to the corporation stating the nature of the disposition, the name of the transferee and the consideration to be received, and shall thereafter offer in writing to sell said shares to the corporation at the book value or the proposed selling price, whichever is lower. Such offer shall be accepted or rejected to vote of majority of Directors at a meeting to be held not more than thirty days after receipt of said offer. If the offer is not accepted, it shall be deemed to be refused. If accepted, then the shares shall be transferred to the corporation which shall pay for said stock. If offer is not accepted as defined above, then shareholder may dispose of it in accordance with the proposed disposition, but not otherwise. Directors may waive the above restrictions by a majority vote or amend them at any time not rendering them more onerous to the shareholder.

*6. Other lawful provisions, if any, for the conduct and regulation of 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:

None

*If there are no provisions state "None".

7. By-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk, whose names are set out below, have been duly elected.
8. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if later date is desired, specify date, (not more than 30 days after the date of filing.)
9. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.
 - a. The post office address of the initial principal office of the corporation of Massachusetts is:

152 Merrimack Street, Methuen, MA 01844
 - b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

	NAME	RESIDENCE	POST OFFICE ADDRESS
President:	Ronald J. Bellanti		26 Hofmann Ave., Lawrence, MA 01841
Treasurer:	Ronald J. Bellanti		26 Hofmann Ave., Lawrence, MA 01841
Clerk:	Ronald J. Bellanti		26 Hofmann Ave., Lawrence, MA 01841
Directors:	Ronald J. Bellanti		26 Hofmann Ave., Lawrence, MA 01841

- c. The date initially adopted on which the corporation's fiscal year ends is:

Last day of June

- d. The date initially fixed in the by-laws for the annual meeting of stockholders of the corporation is:

First Tuesday in July

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

IN WITNESS WHEREOF and under the penalties of perjury the INCORPORATOR(S) sign(s) these Articles of Organization this 28th day of July 19 86

Ronald J. Bellanti

The signature of each incorporator which is not a natural person must be an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of Organization.

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AUG 4 - 1986

THE COMMONWEALTH OF MASSACHUSETTS

SECRETARY OF STATE
CORPORATION DIVISION

ARTICLES OF ORGANIZATION

GENERAL LAWS, CHAPTER 156B, SECTION 12

I hereby certify that, upon an examination of the within-written 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 \$150.00 having been paid, said articles are deemed to have been filed with me this 4th day of August 1986.

Effective date

Michael Joseph Connolly
MICHAEL JOSEPH CONNOLLY
Secretary of State

PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT
TO BE FILLED IN BY CORPORATION

TO:
.....
..... Michael J. Tarshi, Esq.
.....
..... 510 Essex Street
.....
..... Lawrence, MA 01840
.....
Telephone 617-686-1821

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 \$150. General Laws, Chapter 156B. Shares of stock with a par value less than one dollar shall be deemed to have par value of one dollar per share.

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