



**State of Rhode Island and Providence Plantations
Office of the Secretary of State**

Fee: \$50.00

Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615
Telephone: (401) 222-3040

**Business Corporation
Articles of Amendment**

(Section 7-1.2-905 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is O.M. Financial Group Corp., Inc.

If the entity's name is changing, state the new name: O.M.F.G.C. Inc.

ARTICLE II

The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on 12/22/2008, in the manner prescribed by Chapter 7-1.2 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation, including, if applicable, a change made in Article I:

If the authorized shares are changing, modify the following section:

(Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.)

Class of Stock	Par Value Per Share	Total Authorized Shares <i>Number of Shares</i>
CNP	\$0.00	1,000.00

If the corporate duration is changing, so state: X Perpetual ___

If the corporate purpose is changing, so state:

TO CARRY ON AND CONDUCT A FINANCIAL SERVICES BUSINESS

If there are any other provisions to be amended, so state:

NONE

ARTICLE III

As required by Section 7-1.2-105 of the General Laws, the corporation has paid all fees and taxes.

ARTICLE IV

These Articles of Amendment shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing.

Later Effective Date:

Signed this 23 Day of December, 2008 at 3:19:50 PM. This electronic signature of the individual

or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.2.

WILLIAM H. OCONNELL

Form No. 101
Revised 09/07

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State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

