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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

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BUSINESS CORPORATION

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

Pursuant to the provisions of Section 7-1.2-905 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is DePASQUALE BROS., INC.

2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on December 24 , 2009, 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:

[Insert Amendment(s)]
(If additional space is required, please list on separate attachment)
PLEASE SEE ATTACHMENTFOR AMENDMENTS, WHICH ARE LISTED BELOW:

1. Recapitalization - Revised Article FIFTH
2. Elimination of Article FOURTH of original Articles of Association
3. Addition of heading stating the corporation is a close corporation pursuant to Sec 7-1.2-1701
4. New Article SEVENTH to exempt corporation from holding annual meeting
5. New Article EIGHTH to authorize indemnification pursuant to Sec. 7-1.2-814

The text of each of the amendments is set forth on the attachment to these Articles of Amendment.

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

4. 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 Upon filing.

Under penalty of perjury, I declare and affirm that I have examined these Articles of Amendment, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: December 24, 2009

E. Robert DePasquale
Signature of Authorized Officer of the Corporation

FILED
DEC 24 2009
By 106905

E. Robert DePasquale, President
Type or Print Name of Authorized Officer

Form No. 101
Revised: 12/05

ATTACHMENT TO ARTICLES OF AMENDMENT
DEPASQUALE BROS., INC. (#6862)
DECEMBER 24, 2009

Amendment #1:

Article FIFTH of the Articles of Association, as previously amended, is hereby amended and replaced, and shall read in its entirety as follows:

The aggregate number of shares which the Corporation shall have authority to issue is Two Thousand Two Hundred Fifty (2,250) shares of common stock, without par value, of which (a) Three Hundred (300) shares shall be designated as Class A Voting Common Stock, without par value, (the "Class A Voting Common Stock") and (b) One Thousand Nine Hundred Fifty (1,950) shares shall be designated as Class B Non-Voting Common Stock, without par value, (the "Class B Non-Voting Common Stock").

The designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions thereof, of the shares of Class A Voting Common Stock and Class B Non-Voting Common Stock shall be as follows:

Except as otherwise required by law, the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of shares of Class A Voting Common Stock; and the holders of shares of Class B Non-Voting Common Stock shall not have any voting power or be entitled to receive any notice of meetings of stockholders. In all other respects, the designations, powers, preferences, and rights and qualifications, limitations and restrictions of the shares of Class A Voting Common Stock and the shares of Class B Non-Voting Common Stock shall be identical, share for share, and they shall be treated as a single class of stock.

[Upon the foregoing amendments to Article FIFTH becoming effective, automatically, without further action, any unissued and treasury shares shall be eliminated, and each outstanding Share of the Class A Voting Common Stock shall become thirty (30) shares of Class A Voting Common Stock ; and each outstanding Share of the Class B Non-Voting Common Stock shall become thirty (30) shares of Class B Non-Voting Common Stock. As soon as possible thereafter, the Corporation shall exchange the Certificates presently outstanding for new Certificates reflecting the increased numbers of shares, and shall cancel the old Certificates.]

Amendment #2:

Article FOURTH of the Original Articles of Association is hereby deleted.

Amendment #3:

Add a heading immediately after the name of the Corporation stating that the Corporation is "a close corporation pursuant to § 7-1.2-1701 of the Rhode Island Business Corporation Act."

Amendment #4:

Add the following new Article SEVENTH:

The Corporation need not hold an annual meeting of shareholders unless one or more shareholders having a right to vote at such meeting deliver written notice to the Corporation requesting a meeting at least thirty (30) days before the meeting date stated or fixed in accordance with the bylaws of the Corporation.

Amendment #5:

Add the following new Article EIGHTH:

The Corporation shall have all of the rights and powers conferred or permitted by "*§ 7-1.2-814 - Indemnification*" of the Rhode Island Business Corporations Act, and any future provisions enacted in amendment or substitution thereof.

AGREEMENT AND PLAN OF REORGANIZATION
OF
DePASQUALE BROS., INC., A RHODE ISLAND CORPORATION

DePASQUALE BROS., INC. (the "Corporation") and its Shareholders have agreed and do hereby agree that in order to facilitate the preservation and continuation of the Corporation and its business, the Corporation should be recapitalized in conformity with the reorganization provisions of the Internal Revenue Code; and in order to accomplish such recapitalization, the following plan, including the votes therein contained, shall be submitted for adoption and approval by the Board of Directors and then by each Class of Shareholders of the Corporation:

The present authorized capital of the Corporation is two thousand (2,000) shares of common stock, without par value, consisting of ten (10) shares of Class A voting common stock, and one thousand nine hundred ninety (1,990) shares of Class B non-voting common stock. Of the authorized shares, all ten (10) shares of Class A voting common stock are issued and outstanding, sixty-five (65) shares of Class B non-voting common stock are issued and outstanding, and the remaining one thousand nine hundred twenty five (1,925) shares of authorized Class B non-voting common stock are either unissued or treasury stock. The Corporation wishes to eliminate all of the presently unissued and treasury shares from its capital structure. Accordingly, it is

> VOTED THAT: The first paragraph of Article FIFTH of the Articles of Association of the Corporation be amended as follows:
>
> > The aggregate number of shares which the Corporation shall have authority to issue is ~~Two Thousand (2,000)~~ **Seventy-five (75)** shares of common stock, without par value, of which (a) Ten (10) shares shall be designated as Class A **Voting** Common ~~Voting~~ Stock, without par value, (the "Class A **Voting** Common Stock") and (b) ~~One Thousand Nine Hundred Ninety~~ **Sixty-Five** (~~1,990~~ **65**) shares shall be designated as Class B Non-Voting Common Stock, without par value, (the "Class B **Non-Voting** Common Stock").

Upon reduction of the authorized capital of the Corporation to eliminate the presently unissued stock and treasury stock, the Corporation wishes to increase the authorized number of shares of each class of issued and outstanding stock by a factor of thirty (30). Accordingly, it is

> VOTED THAT: The first paragraph of Article FIFTH of the Articles of Association of the Corporation be further amended as follows:

> The aggregate number of shares which the Corporation shall have authority to issue is ~~Seventy-five (75)~~ **Two Thousand Two Hundred Fifty (2,250)** shares of common stock, without par value, of which (a) ~~Ten (10)~~ **Three Hundred (300)** shares shall be designated as Class A Voting Common Stock, without par value, (the "Class A Voting Common Stock") and (b) ~~Sixty-Five (65)~~ **One Thousand Nine Hundred Fifty (1,950)** shares shall be designated as Class B Non-Voting Common Stock, without par value, (the "Class B Non-Voting Common Stock").

Articles of Amendment to the Articles of Association of the Corporation shall be prepared and filed with the Rhode Island Secretary of State by any officer of the Corporation as provided below. For simplicity and clarity, it is

VOTED THAT: The two foregoing amendments shall be reflected in such Articles of Amendment in a single, combined, restatement of Article FIFTH, as follows:

Article FIFTH of the Articles of Association, as previously amended, is hereby amended and replaced, and shall read in its entirety as follows:

> The aggregate number of shares which the Corporation shall have authority to issue is Two Thousand Two Hundred Fifty (2,250) shares of common stock, without par value, of which (a) Three Hundred (300) shares shall be designated as Class A Voting Common Stock, without par value, (the "Class A Voting Common Stock") and (b) One Thousand Nine Hundred Fifty (1,950) shares shall be designated as Class B Non-Voting Common Stock, without par value, (the "Class B Non-Voting Common Stock").
>
> The designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions thereof, of the shares of Class A Voting Common Stock and Class B Non-Voting Common Stock shall be as follows:
>
> Except as otherwise required by law, the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of shares of Class A Voting Common Stock; and the holders of shares of Class B Non-Voting Common Stock shall not have any voting power or be entitled to receive any notice of meetings of stockholders. In all other respects, the designations, powers, preferences, and rights and qualifications, limitations and restrictions of the shares of Class A Voting Common Stock and the shares

of Class B Non-Voting Common Stock shall be identical, share for share, and they shall be treated as a single class of stock.

It is further VOTED THAT: After due approval and adoption by the Board of Directors and each Class of Shareholders, and the filing of Articles of Amendment with the Secretary of State, all as hereinafter provided, upon the foregoing amendments to Article FIFTH becoming effective, automatically, without further action, any unissued and treasury shares shall be eliminated, and each outstanding Share of the Class A Voting Common Stock shall become thirty (30) shares of Class A Voting Common Stock ; and each outstanding Share of the Class B Non-Voting Common Stock shall become thirty (30) shares of Class B Non-Voting Common Stock. As soon as possible thereafter, the Corporation shall exchange the Certificates presently outstanding for new Certificates reflecting the increased numbers of shares, and shall cancel the old Certificates.

Article FOURTH of the original Articles of Association specifies that the Corporation "shall be located in Cranston, Rhode Island." Inasmuch as the Corporation is not presently located in Cranston, it is

VOTED THAT: The Articles of Association be amended to provide that Article FOURTH of the Original Articles of Association is hereby deleted.

It is in the best interest of the Corporation and its Shareholders for the Corporation to avail itself of the close corporations provisions of the Rhode Island Business Corporation Act. Accordingly, it is

VOTED THAT: The Articles of Association be amended to: Add a heading immediately after the name of the Corporation stating that the Corporation is "a close corporation pursuant to § 7-1.2-1701 of the Rhode Island Business Corporation Act."

It is in the best interest of the Corporation and its Shareholders that the Corporation not be required to hold annual meetings of shareholders, as authorized by subsection (d) of said § 7-1.2-1701 of the Rhode Island Business Corporation Act. Accordingly, it is

VOTED THAT: The Articles of Association be amended to add the following new Article SEVENTH:

The Corporation need not hold an annual meeting of shareholders unless one or more shareholders having a right to vote at such meeting deliver written notice to the Corporation requesting a meeting at least thirty (30) days before the meeting date stated or fixed in accordance with the bylaws of the Corporation.

VOTED THAT: The Articles of Association be amended to add the following new Article EIGHTH:

> The Corporation shall have all of the rights and powers conferred or permitted by "*§ 7-1.2-814 - Indemnification*" of the Rhode Island Business Corporations Act, and any future provisions enacted in amendment or substitution thereof.

This Agreement and Plan of Reorganization and the amendments to the Articles of Association set forth herein, once adopted and approved by the Board of Directors, shall be submitted for adoption and approval to the holders of each Class of Stock. It is

VOTED THAT: Upon due adoption and approval of this Agreement and Plan of Reorganization by the Board of Directors and the holders of each Class of Shares, Articles of Amendment to the Articles of Association reflecting the amendments set forth above, and including a copy of this Agreement and Plan of Reorganization, shall be prepared, executed, and filed with the Secretary of State by any officer of the Corporation, all to be effective immediately upon such filing, and a duplicate certified copy of said Articles of Amendment shall be filed in the Corporate Minute Book.

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:
December 24, 2009 1:18 PM

A. RALPH MOLLIS

Secretary of State

SEAL OF THE STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
HOPE
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