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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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2009 DEC 30 PM 3:52

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:

- The name of the corporation is Middletown Subway, Inc.
- The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on December 15, 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)

- The number of authorized and issued shares shall increase from one hundred (100) to one thousand (1,000).
- Fifty-one (51%) percent shall be in CLASS A voting shares.
- Forty-nine (49%) percent shall be in CLASS B non-voting shares.
- Except for voting, the CLASSES shall share all the same rights and privileges.

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

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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 29, 2009

By 107249
3152

Kenneth Byam

Signature of Authorized Officer of the Corporation

Kenneth Byam, President

Type or Print Name of Authorized Officer



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 handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

