

Filing Fee \$30.00

**State of Rhode Island and Providence Plantations**

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF**

**POWERS & McANDREW, INCORPORATED**

21453

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Powers & McAndrew, Incorporated

SECOND: The shareholders of the corporation on March 4, 1987, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

VOTED: That Article FIRST of the Articles of Incorporation of the Corporation be, and hereby is, amended to read as follows:

"FIRST. The name of the Corporation is Powers, Winery & Kinder, Incorporated."

VOTED: That Article SIXTH of the Articles of Incorporation be, and hereby is, amended by adding thereto the following:

"Except as otherwise expressly required by the provisions of Section 7-1.1-30.3(2) of the Rhode Island Business Corporation Act, any action required or permitted to be taken at a meeting of shareholders by the provisions of the Rhode Island Business Corporation Act or by-laws of the Corporation may be taken without a meeting upon the written consent of less than all the shareholders entitled to vote thereon to the fullest extent permitted by the provisions of Section 7-1.1-30.3(2) of the Rhode Island Business Corporation Act."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 2,000; and the number of shares entitled to vote thereon was 1,010

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
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N/A

FIFTH: The number of shares voted for such amendment was 1,010; and the number of shares voted against such amendment was 0

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>

N/A


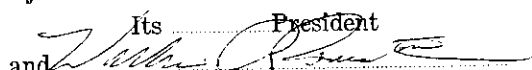
SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

No Change

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (If no change, so state)

No Change

Dated March 4, 1987

POWERS & McANDREW, INCORPORATED  
By   
Its President  
and   
Its Secretary

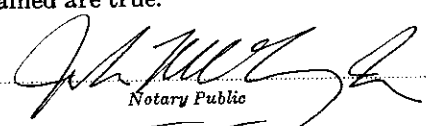
STATE OF RHODE ISLAND

COUNTY OF Providence

} Sc.

At Providence in said county on this 4th day of  
March, 1987, personally appeared before me William R.  
Powers III, who, being by me first duly sworn, declared that he is the  
President of Powers & McAndrew, Incorporated

that he signed the foregoing document as President of the  
corporation, and that the statements therein contained are true.

  
Notary Public

(NOTARIAL SEAL)

CPDR 30.00  
CHK 30.00  
03/10/87 PAID 0083A001

FOR

21453

MAR 4 1987