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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

BUSINESS CORPORATION

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RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV

**CERTIFICATE OF VOTE(S) AUTHORIZING ISSUANCE
OF A CLASS OR SERIES OF ANY CLASS OF SHARES**

Pursuant to the provisions of Section 7-1.2-602 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation submits the following certificate of vote(s) for the purpose of authorizing issuance of a class or series of a class and fixing and determining the relative rights and preferences thereof:

1. The name of the corporation is Gaspee Lace Works, Inc.
2. The following vote(s), authorizing issuance of a class or series of any class, and fixing and determining the voting powers, designations, preferences, and relative, participating, optional, or other rights, if any, or the qualifications, limitations, or restrictions thereof, if any, was provided for in the following vote or votes adopted by the board of directors of the corporation on December 27, 2011

[Insert copy of Vote(s)]

The capital stock of the corporation is recapitalized into two classes of common stock. To effect the recapitalization each existing share of common stock shall be exchanged for .01

shares of voting common stock, referred to as Class A stock and .99

shares of non-voting common stock, referred to as Class B stock. The two classes

of common stock shall have the same designations, preferences, limitations and rights, excluding

voting rights, specifically including all redemption rights and rights to dividends and liquidation

distributions, without regard to voting rights. All property and stock distributions, whether by

dividend or liquidation, shall be distributed between each class of stock proportionate to the

then outstanding number of shares in total. The shares of stock shall only differ with respect

to voting rights. Fractional shares shall be rounded up or down to the nearest whole number.

FILED

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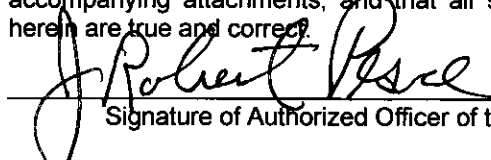
BY

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3. As required by Section 7-1.2-105 of the General Laws, the corporation has paid all fees and taxes.
4. The Certificate of Vote(s) Authorizing Issuance of a Class or Series of any Class or Shares shall become effective upon the filing of this statement unless a specified date is provided which shall be no later than the 90th day after this filing **UPON FILING**.
5. Upon filing, this certificate shall constitute an amendment to the articles of incorporation.

Under penalty of perjury, I declare and affirm that I have examined this Certificate of Vote(s) Authorizing Issuance of a Class or Series of any Class of Shares, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 12-27-2011



Signature of Authorized Officer of the Corporation

J. Robert Pesce

Type or Print Name of Authorized Officer

PLAN OF REORGANIZATION FOR
GASPEE LACE WORKS, INC..

ACTION BY UNANIMOUS CONSENT
OF THE DIRECTORS AND SHAREHOLDERS OF
GASPEE LACE WORKS, INC.

The undersigned, constituting all of the shareholders of GASPEE LACE WORKS, INC., a Rhode Island corporation (the "Corporation"), entitled to vote at a meeting of the shareholders for the purposes of the Corporation, hereby waive the necessity for a meeting of the shareholders pursuant to the authority to do so conferred by Rhode Island General Laws, and do hereby consent to the following in lieu of a meeting:

RESOLVED: That Corporation shall be recapitalized into voting and non-voting shares pursuant to the following plan:

Each issued an outstanding share of the capital stock of the Corporation shall be exchanged for .01 new shares of voting common stock, referred to as CLASS A STOCK and .99 new shares of non-voting stock, referred to as CLASS B STOCK. Fractional shares shall be rounded up or down to the nearest whole number.

The Class A and Class B stock shall have the same designations, preferences, limitations and rights, excluding voting rights, specifically including all redemption rights and rights to dividends and liquidation distributions, without regard to Class or voting right. All property and stock distributions, whether by dividend or liquidation, shall be distributed between the two classes of stock proportionate to the number of then outstanding shares of each Class. The two classes of Common Stock shall differ only with respect to voting rights. The common stock currently issued shall be Class A Common Stock.

Each shareholder will return all shares of voting common stock to the corporation for cancellation. For each share of voting common stock returned (the "Exchanges"), each shareholder will receive from the corporation .01 shares of voting common stock, referred to as CLASS A STOCK and .99 shares of non-voting stock, referred to as CLASS B STOCK. Consequently, the exchanges of stock will maintain the current proportionate voting power among the shareholders.

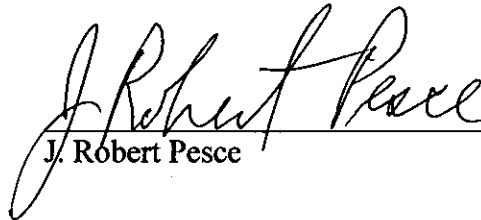
while allowing those same shareholders to shift the ownership of the Corporation to younger generations. Immediately after the Exchanges, J. Robert Pesce will begin transferring shares of his nonvoting stock in Trust.

RESOLVED: That the restrictions contained in the Articles of Incorporation on the transfer of the common stock of the Corporation be, and they hereby are, waived, in connection with the Exchanges. The Corporations' preemptive rights as set forth in the Articles of Incorporation are hereby waived in connection with the Exchanges.

RESOLVED: That the shareholders J. Robert Pesce have misplaced the original certificates provided to them and in consideration of and upon receipt of affidavits to be provided to the Corporation, the Corporation may issue replacement certificates to them.

RESOLVED: That the President of the Corporation, J. Robert Pesce, be, and hereby is, authorized to execute such other documentation, if any, as may be reasonably necessary to evidence and document the foregoing resolutions.

This writing shall be filed with the records of the minutes of the meetings of the shareholders of the Corporation and shall for all purposes be treated as a vote taken at a meeting.



J. Robert Pesce

December 27, 2011
Date



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

