

EXHIBIT A

Exhibit A to the Corporation's Articles of Incorporation is hereby deleted in its entirety and the following is inserted in lieu thereof:

"The aggregate number of shares which the Corporation shall have authority to issue is: 5,000,000 shares of stock consisting of:

- (1) 2,000,000 shares of Voting Common Stock (\$0.01 par value) whose holders shall have all the rights of shareholders including the right to receive dividends on said shares and vote said shares on all matters submitted to the shareholders for a vote;
- (2) 500,000 shares (\$0.01 par value) designated as Class A Preferred Stock and 687,500 shares (\$0.01 par value) designated as Class A2 Preferred Stock which shares shall have the designation, terms, conditions, preferences and privileges, relative, participating, optional and other special rights, and qualifications, limitations and restrictions, as follows:
 - a. Designation of Class A Preferred Stock. 500,000 shares of the Corporation's Preferred Stock (\$0.01 par value) are hereby designated "Class A Preferred Stock" (the "Class A Preferred").
 - b. Designation of Class A2 Preferred Stock. 687,500 shares of the Corporation's Preferred Stock (\$0.01 par value) are hereby designated "Class A2 Preferred Stock" (the "Class A2 Preferred", and together with the Class A Preferred, the "Class A Stock").
 - c. Dividends; Voting Rights. The holders of the Class A Stock shall have all the rights of shareholders including the right to receive dividends on said shares and vote said shares on all matters submitted to the shareholders for a vote, all on a *pro rata* basis with the holders of the Voting Common Stock of the Corporation.
 - d. Liquidation Preference.
 - i. Preference of the Class A Stock. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, (i) the holders of the Class A Preferred shall be entitled, before any distribution or payment is made upon any shares of Voting Common Stock or other capital stock of the Corporation having a liquidation preference junior to the Class A Stock, to be paid in cash the sum of \$0.80 per share (appropriately adjusted for stock splits and reverse stock splits and other subdivisions and combinations of the Class A Preferred), and (ii) the holders of the Class A2 Preferred shall be entitled, before any distribution or payment is made upon any shares of Voting Common Stock or other

capital stock of the Corporation having a liquidation preference junior to the Class A Stock, to be paid in cash the sum of \$2.00 per share (appropriately adjusted for stock splits and reverse stock splits and other subdivisions and combinations of the Class A2 Preferred). The foregoing preference to the holders of the Class A Preferred and the holders of the Class A2 Preferred shall be *pari passu* with each other. If upon such liquidation, dissolution or winding up, the assets to be distributed among the holders of the shares of the Class A Stock and all other shares of capital stock of the Corporation having the same liquidation preference as the Class A Stock shall be insufficient to permit payment to said holders of such amounts, then all of the assets of the Corporation then remaining shall be distributed ratably among the holders of the shares of the Class A Stock and such other capital stock of the Corporation having the same liquidation preference as the Class A Stock.

- ii. Distribution of Remaining Assets. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after provision is made for holders of the Class A Stock and all other shares of capital stock of the Corporation having the same liquidation preference as the Class A Stock then outstanding as provided in the preceding paragraph, the holders of the Class A Stock, the Voting Common Stock and other capital stock of the Corporation having a liquidation preference junior to the Class A Stock shall be entitled to receive ratably all remaining assets of the Corporation to be distributed.
 - iii. Treatment of Consolidations, Mergers, and Sales of Assets. A consolidation or merger of the Corporation in which it is not the surviving corporation or a sale of all or substantially all of the assets of the Corporation shall be regarded as a liquidation, dissolution or winding up of the affairs of the Corporation within the meaning of this subsection (c).
 - iv. Non-Cash Items. If assets other than cash are distributed pursuant to this subsection (c), the valuation of such assets will be made by the Board of Directors acting in good faith.
- (3) 1,812,500 shares of Preferred Stock (\$0.01 par value), which shall have such rights, preferences, powers, privileges, restrictions, qualifications and limitations as shall be determined by the Board of Directors. The Board of Directors is hereby expressly vested with the authority from time to time to divide the undesignated shares of the Preferred Stock into one or more series and to fix and determine the relative rights and preferences of the shares of any series so established, with such voting rights, if any, subject

nevertheless to the provisions of these Articles, and with such designations, preferences and relative, participating, optional or other special rights and qualifications, limitations and restrictions thereof as shall be stated and expressed in the vote or votes providing for the issuance of such stock adopted by the Board of Directors.”



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

