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ID Number: 424



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

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

Adler Pollock & Sheehan Incorporated

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:

1. The name of the corporation is Adler Pollock & Sheehan Incorporated
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on January 30, 1998, 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)]

(If additional space is required, please list on separate attachment)

The name of the corporation is Adler Pollock & Sheehan P.C.

3. The number of shares of the corporation outstanding at the time of such adoption was 25; and the number of shares entitled to vote thereon was 25.

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

Class

Number of Shares

None.

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5. The number of shares voted for such amendment was 25; and the number of shares voted against such amendment was 0.

6. 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>
None.		

7. 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.

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

No change.

9. Date when amendment is to become effective: Upon filing of Articles of Amendment
(not more than 30 days after the filing of these Articles of Amendment)

Dated 2/2, 1998

Adler Pollock & Sheehan Incorporated
 By John A. Tarantino
 Its President or Vice President
 and John J. Grogan
 Its Secretary or Assistant Secretary

STATE OF Rhode Island
COUNTY OF Providence

In Providence, on this 2nd day of February, 1998, personally appeared before me John A. Tarantino, who being by me first duly sworn, declared that he/~~she~~ is the President of Adler Pollock & Sheehan Incorporated and that he/she signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Debra A. Humm
 Notary Public Debra A. Humm
 My Commission Expires: 11/23/01