

Filing fee: \$35.00

APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
OF

L. K. Comstock & Company, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on August 12, _____, 1987, authorizing it to transact business in Rhode Island under the name of L. K. Comstock & Company, Inc.

SECOND: The corporate name of the corporation has been changed to N/A

[If no change, so indicate]

THIRD: The name which it elects to use hereafter in Rhode Island is N/A

FOURTH: It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows: leasing of vehicles and construction equipment
[If no other or additional purposes are proposed, insert "No change."]

FIFTH: Other amendments, if any, to Certificate of Authority previously issued:
[See §§7-1.1-103, 7-1.1-109, 7-1.1-110. of the General Laws, 1956, as amended.] (If increase of authorized capital stock, state:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
1500	Common		.25 Par Value per share

- (A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 15,303,000
- (B): An estimate of the value of its property to be located within Rhode Island during such year is \$ Due to competitive nature of business-competitive bidding - difficult to ascertain.
- (C): An estimate of the gross amount of business to be transacted by it during such year is \$ 250,000,000
- (D): An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ Due to competitive nature of business-competitive bidding - difficult to ascertain.

Dated September 30, 19 88

L. K. Comstock & Company, Inc.
By [Signature] Lester O. Wuertl, Jr.
Its President
and Harvey Cohen
Its Secretary

STATE OF New York }
COUNTY OF Nassau } Sc.

At 1122 Franklin Avenue, Garden City in said County on the 30th day of September 30 19 88, before me personally appeared Harvey Cohen, who being by me first duly sworn, declared that he is the Secretary of L. K. Comstock & Company, Inc., that he signed the foregoing document as such Secretary of the corporation, and that the statements therein contained are true.

[Signature]
Notary Public

(NOTARIAL SEAL)

JOEL B. CUTLER
Notary Public, State of New York
No. 30-4785483
Qualified in Nassau County
Commission Expires December 31, 19 89

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
OFFICE OF THE SECRETARY OF STATE
AMENDED CERTIFICATE OF AUTHORITY
OF

I, _____ Secretary of State of the State of Rhode Island, hereby certify that duplicate originals of an Application of _____ for an amended Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, have been received in this office and are found to conform to law, and that the foregoing is a duplicate original of the Application for such Amended Certificate.

Witness my hand and the seal of the State of Rhode Island this _____ day of

19 .

Secretary of State

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.

JUL 31 2 40 PM '89

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
SEP 28 10 36 AM '89

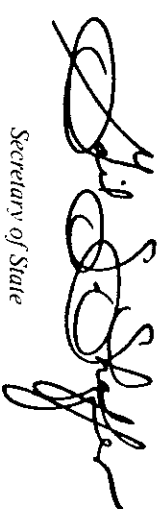
State of New York }
Department of State } ss:

050822

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

JUL 21 1989

Witness my hand and seal of the Department of State on


Secretary of State

PH

PH

Certificate of Merger
of
Elkcom Company, Inc.
and
L. K. Comstock & Company, Inc.
into
L. K. Comstock & Company, Inc.

Under Section 904 of the Business Corporation Law

We, the undersigned, being respectively the president and secretary of Elkcom Company, Inc. and the vice president and secretary of L. K. Comstock & Company, Inc. certify:

1. The Plan of Merger was adopted by the boards of directors of the constituent corporations. The Plan of Merger has not been abandoned.

2. The name of each constituent corporation is as follows: Elkcom Company, Inc., and L. K. Comstock & Company, Inc. The name of the surviving corporation is L. K. Comstock & Company, Inc.

3. The number of outstanding shares of Elkcom Company, Inc., is 52 shares, no par value, all of which are entitled to vote. The number of outstanding shares of L. K. Comstock & Company, Inc., is 1,000 shares, par value \$.25 each, all of which are entitled to vote.

4. The number of authorized shares of the surviving corporation is increased. Paragraph THIRD of its certificate of incorporation which sets forth the number and kind of authorized shares is amended to read as follows:

"THIRD: The total number of shares which the Corporation is to be authorized to issue is 1,500 common shares, with a par value of \$.25 each."

5. The certificate of incorporation of Elkcom Company, Inc., was

filed by the Department of State on October 27, 1964, and the certificate of incorporation of L. K. Comstock & Company, Inc., was filed by the Department of State on December 10, 1941, restated certificates of incorporation were filed on May 11, 1972 and January 6, 1975 and a certificate of amendment of the certificate of incorporation was filed on September 2, 1980.

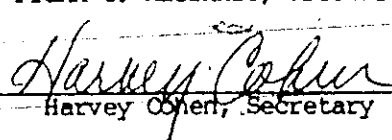
5. The merger was authorized by the written consent, dated August 11, 1988, of Comstock Group, Inc., the sole shareholder of both of the constituent corporations, Elkcom Company, Inc. and L. K. Comstock & Company, Inc.

6. The merger shall be effective on the date of filing of the certificate of merger.

IN WITNESS WHEREOF, we have signed and verified this certificate this 11th day of August, 1988.

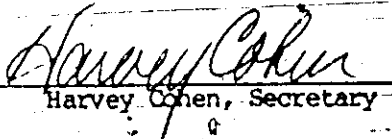
ELKCOM COMPANY, INC.


Frank T. Macinnis, President


Harvey Cohen, Secretary

L. K. COMSTOCK & COMPANY, INC.


Charles W. McFarland, Vice President


Harvey Cohen, Secretary

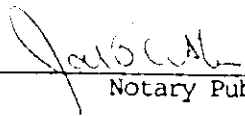
VERIFICATION

STATE OF NEW YORK)
) SS.:
 COUNTY OF NEW YORK)

Frank T. MacInnis, being duly sworn, deposes and says that he is one of the persons who signed the foregoing certificate of merger on behalf of Elkcom Company, Inc.; that he signed said certificate in the capacity set opposite or beneath his signature thereon; that he has read the foregoing certificate and knows the contents thereof; and that the statements contained therein are true to his own knowledge.


 FRANK T. MACINNIS, President

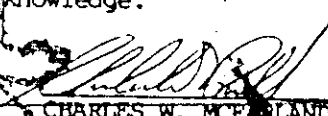
Sworn to before me this
 11th day of August, 1988


 Notary Public

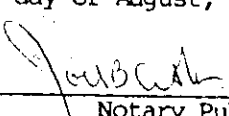
JOEL B. CUTLER
 Notary Public, State of New York
 No. 30-4785463
 Qualified in Nassau County
 Commission Expires December 31, 1989

STATE OF NEW YORK)
) SS.:
 COUNTY OF NEW YORK)

Charles W. McFarland, being duly sworn, deposes and says that he is one of the persons who signed the foregoing certificate of merger on behalf of L. K. Comstock & Company, Inc.; that he signed said certificate in the capacity set opposite or beneath his signature thereon; that he has read the foregoing certificate and knows the contents thereof; and that the statements contained therein are true to his own knowledge.


 CHARLES W. MCFARLAND, Vice President

Sworn to before me this
 11th day of August, 1988


 Notary Public

JOEL B. CUTLER
 Notary Public, State of New York
 No. 30-4785463
 Qualified in Nassau County
 Commission Expires December 31, 1989

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10-21-64

Certificate of Merger
of
Elkcom Company, Inc.
and
L. K. Constock & Company, Inc.
into
L. K. Constock & Company, Inc.

Under Section 904 of the Business Corporation Law

12-10-41

L. K. Constock & Company, Inc.

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED AUG 12 1988

AMT. OF CHECK \$ 80

FILING FEE \$ 10

TAX \$ 10

COUNTY FEES \$ 10

CERT \$ 10

REFUND \$ 10

SPECIAL HANDLES \$ 10

BY: *[Signature]*

Rec'd & Filed SEP 28 1989
#1111226865

BILLED

MURTAGH, COHEN & BYRNE

1122 FRANKLIN AVENUE
GARDEN CITY, N.Y. 11530

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