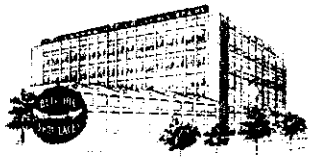


ESTABLISHED 1917

401-722-8700



# CONRAD — JARVIS CORP.

BRAIDED NARROW FABRICS • SHOE LACES • UNDERWEAR BRAIDS • CORSET LACERS  
• KNITTED ELASTIC NARROW FABRICS • ELASTIC BRAIDS • SPORTSWEAR CORDS

217 CONANT STREET • PAWTUCKET, RHODE ISLAND 02862  
P. O. BOX 878

SEPTEMBER 7, 1961

TO THE

STATE OF RHODE ISLAND  
CORPORATIONS DIVISION  
101 NORTH MAIN STREET  
PROVIDENCE, R.I. 02903

BY-LAW CHANGE  
AFFECTING  
ANNUAL SHAREHOLDERS  
MEETING DATE

GENTLEMEN:

Though we are aware that corporate by-law changes need not be reported to the Secretary of State, we, nevertheless, request that you register the enclosed Conrad-Jarvis, Corp. By-Law Amendment and therefore obtain acknowledgements of same, as part of our company's files. Thank you for your consideration in this matter.

Yours sincerely,

Certified Mail  
P. 40 • 208 303  
Return Receipt Requested

Very truly yours,  
CONRAD-JARVIS CORP.

George Scoggins  
Director & Treasurer

CONRAD-JARVIS, CORP.  
SPECIAL MEETING  
BOARD OF DIRECTORS

PRESENT: Clarence W. Jarvis -  
(via tel. from MA residence)  
William T. Jarvis  
George Scoggins

Monday •  
August 20, 1990  
2:00 pm

PURPOSE: Ratification of 3/5/90 shareholders' unanimously voted resolution authorizing change of Annual Meeting of Shareholders from the first Monday in March to the third Monday in March in each year, if not a legal holiday in the place where it is to be held, and if a legal holiday, then on the next day following which is not a legal holiday, beginning at 10:00 A.M.

VOTED: Notice of Special Meeting is unanimously waived

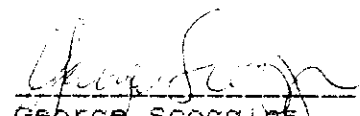
VOTED: The above detailed shareholders' resolution is unanimously ratified by the Conrad-Jarvis, Corp. Board of Directors.

VOTED: Unanimously, that acknowledgement copies of this Directors' resolution be sent to shareholders to be signed and returned to the corporation for registration.

VOTED: Unanimously, to adjourn at 2:17 pm ; there being no further business presented for consideration by the Board.

August 20, 1990  
217 Conant Street  
Pawtucket, RI

Certified by:

  
George Scoggins  
Director & Treasurer  
Conrad-Jarvis, Corp.


RECEIVED  
SECRETARY'S OFFICE  
SEP 10 10 29 AM '90

VOTED: Notice of Special Meeting is waived.

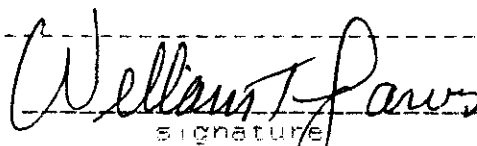
VOTED: Above shareholders' resolution is ratified.

August 20, 1990  
26 Briarwood Dr.  
Lincoln, RI

Acknowledged and  
Approved by:

  
Michele J. Scoggins  
Shareholder/Director  
& Corporate Secretary  
Conrad-Jarvis, Corp.

Shareholder acknowledgement:

  
signature  
William T. Jarvis  
Shareholder

date: 8/24/90

CONRAD-JARVIS, CORP.  
SPECIAL MEETING  
BOARD OF DIRECTORS

PRESENT: Clarence W. Jarvis -  
(via tel. from MA residence)  
William T. Jarvis  
George Scoggins

Monday  
August 20, 1990  
2:00 pm

PURPOSE: Ratification of 3/5/90 shareholders' unanimously voted resolution authorizing change of Annual Meeting of Shareholders from the first Monday in March to the third Monday in March in each year, if not a legal holiday in the place where it is to be held, and if a legal holiday, then on the next day following which is not a legal holiday, beginning at 10:00 A.M.

VOTED: Notice of Special Meeting is unanimously waived.

VOTED: The above detailed shareholders' resolution is unanimously ratified by the Conrad-Jarvis, Corp. Board of Directors.

VOTED: Unanimously, that acknowledgement copies of this Directors' resolution be sent to shareholders to be signed and returned to the corporation for registration.

VOTED: Unanimously, to adjourn at 2:17 pm ; there being no further business presented for consideration by the Board.

August 20, 1990  
217 Conant Street  
Pawtucket, RI

Certified by:

*George Scoggins*  
George Scoggins  
Director & Treasurer  
Conrad-Jarvis, Corp.

RECEIVED  
SECRETARY OF STATE  
SEP 10 10 29 AM '90

VOTED: Notice of Special Meeting is waived.

VOTED: Above shareholders' resolution is ratified.

August 20, 1990  
26 Briarwood Dr.  
Lincoln, RI

Acknowledged and  
Approved by:

*Michele J. Scoggins*  
Michele J. Scoggins  
Shareholder/Director  
& Corporate Secretary  
Conrad-Jarvis, Corp.

Shareholder acknowledgement:

*Lawrence F. Jarvis*  
signature

date: 9-4-90

Lawrence F. Jarvis  
Shareholder