



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**

Investment Planning Consultants, Inc.

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 Investment Planning Consultants, Inc.
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on 9-1, 1997, 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)

Paragraph Second of the articles of Incorporation is hereby amended in its entirety effective September30, 1997 to read as follows:

SECOND. Said Corporation shall be known by the name of
Capital Consultants, Inc.

3. The number of shares of the corporation outstanding at the time of such adoption was 100; and the number of shares entitled to vote thereon was 100.
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

FILED
SEP 30 1997
BY [Signature]
191793

5. The number of shares voted for such amendment was 100; 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")

Class	Number of Shares Voted	
	For	Against
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: September 30, 1997
(not more than 30 days after the filing of these Articles of Amendment)

Dated 9-15, 19 97

By Barry Misbin

Its _____ President or Vice President

and Robert Radoccia

Its _____ Secretary or Assistant Secretary

STATE OF Rhode Island
COUNTY OF Providence

In Cranston, on this 15th day of September, 19 97, personally appeared before me Barry Misbin, who being by me first duly sworn, declared that he/she is the Vice President of Investment Planning Consultants, Inc. and that he/she signed the foregoing document as Vice President of the corporation, and that the statements therein contained are true.

Louise R. Bessette
Notary Public

My Commission Expires: 6-25-01