

Filing Fee \$50.00



Corp. I.D. # 74503

State of Rhode Island and Providence Plantations

Office of The Secretary of State
100 North Main Street
Providence, Rhode Island
02903-1335

PLEASE TAKE NOTICE that the corporation must be in good standing prior to filing

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

GEM BAR CODING, 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:

FIRST: The name of the corporation is GEM BAR CODING, INC.

SECOND: The shareholders of the corporation on July 31, 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)]

See attached Exhibit A

FILED
JUL 31 1998
By [Signature] 208472

EXHIBIT A

ARTICLES OF AMENDMENT

GEM BAR CODING, INC.

AMENDMENT

(1) Article FOURTH is hereby deleted in its entirety and the following is substituted in its stead: "The aggregate number of shares which the corporation shall have the authority to issue is One Thousand Two Hundred of no par common stock, of which Six Hundred (600) shares shall be voting common stock ("Series A") and Six Hundred (600) shares shall be non-voting common stock ("Series B"). Each said series will have identical rights except with regard to voting: Each stockholder of Series A common stock shall have one vote for each share of Series A common stock held by such stockholder; and the stockholders of Series B common stock shall have no right to vote on any matter, provided, however, on any matter where the vote of the non-voting common stock shall be required by law, all common stock of the Corporation, voting or non-voting shall vote as a single class with each share of outstanding stock, of each series, being entitled to one vote." The holders of Series A common stock may, at any time, exchange all or part of their stock, share for share, for Series B common stock.

(2) Article SIXTH is hereby amended to add the following as subsection SIXTH(4):

4. "Shareholder Indemnification:

a. Elimination of Stockholders' Liability

A stockholder of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of the stockholder's duty insofar as the stockholder exercises the powers normally vested in the board of directors as permitted by Section 51 of the Rhode Island Business Corporation Act, except for (i) liability for any breach of the stockholder's duty of loyalty to the Corporation or its stockholders, (ii) liability for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) liability imposed pursuant to the provisions of Section 43 of the Rhode Island Business Corporation Act, as amended, or (iv) liability for any transaction from which the stockholder derived an improper personal benefit (unless said transaction is permitted by Section 37.1 of the Rhode Island Business Corporation Act, as amended). If the Rhode Island Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a stockholder of the Corporation shall be eliminated or limited to the fullest extent permitted by the Rhode Island Business Corporation Act. Any repeal or

modification of this ARTICLE SIXTH (4) by the Corporation shall not adversely affect any right or protection of a stockholder of the Corporation existing at the time of such repeal or modification.

b. Indemnification of Stockholders and Officers

(1) By-law and Stockholder and Officer Indemnity Agreements: Statutory Provisions. The stockholders of the Corporation may include provisions in the Corporation bylaws, or may authorize agreements to be entered into with each stockholder and officer for the purpose of indemnifying him or her in the manner and to the extent permitted by Section 4.1 of the Rhode Island Business Corporation Act, as amended.

(2) By-law and Stockholder and Officer Indemnity Agreements: Other Provisions. In addition to the authority conferred upon the stockholders of the Corporation by Paragraph 2(a) hereof, the stockholders of the Corporation may include provisions in the Corporation by-laws, or may authorize agreements to be entered into with each stockholder and officer, for the purpose of indemnifying such stockholder or officer in the manner and to the extent provided herein:

(i) The by-law provisions or agreement authorized hereby may provide that the Corporation shall, subject to the provisions of this ARTICLE SIXTH(4), pay, on behalf of a stockholder or officer any Loss or Expenses arising from any claim or claims which are made against the stockholder or officer (whether individually or jointly with other stockholders or officers) by reason of any Covered Act of the stockholder or officer.

(ii) For the purposes of this ARTICLE SIXTH(4), when used herein:

(aa) "Loss" means any amount which a stockholder or officer is legally obligated to pay for any claim for Covered Acts and shall include, without being limited to, damages, settlements, fines, penalties or, with respect to employee benefit plans, excise taxes;

(bb) "Expenses" means any expenses incurred in connection with the defense against any claim for Covered Acts, including, without being limited to, legal, accounting or investigative fees and expenses; and

(cc) "Covered Act" means any act or omission of a stockholder or officer in the stockholder's or officer's capacity as a stockholder or officer of the Corporation

(iii) The by-law provisions or agreements authorized hereby may cover Loss or Expenses arising from any claims made against a retired stockholder or officer, the estate, heirs or legal representative of a deceased stockholder or officer or the legal representative of an incompetent, insolvent or bankrupt stockholder or officer, where the stockholder or officer was a stockholder or officer at the time the Covered Act upon which such claims are based occurred.

(iv) Any by-law provisions or agreements authorized hereby may provide for the advancement of Expenses to a stockholder or officer prior to the final disposition of any action, suit or proceeding, or any appeal therefrom, involving such stockholder or officer and based on the alleged commission by such stockholder or officer of a Covered Act, subject to an undertaking by or on behalf of such stockholder or officer to repay the same to the Corporation if the Covered Act involves a claim for which indemnification is not permitted under clause (v), below, and the final disposition of such action, suit, proceeding or appeal results in an adjudication adverse to such stockholder or officer.

(v) The by-law provisions or agreements authorized hereby may not indemnify a stockholder or officer from and against any Loss, and the Corporation shall not reimburse for any Expenses, in connection with any claim or claims made against a stockholder or officer: (aa) for any breach of the stockholder's or officer's duty of loyalty to the Corporation or its stockholders; (bb) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; (cc) for improper personal benefit (unless the transaction is permitted by Section 37.1 of the Rhode Island Business Corporation Act, as amended).

(vi) The by-law provisions or agreements authorized hereby may contain such other terms and conditions as the stockholders, in their sole discretion, determine to be consistent with the provisions of this Article.

c. Elimination of Directors' Liability (should a board of directors be established by the stockholders):

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of the director's duty as a director, except for (i) liability for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) liability for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) liability imposed pursuant to the provisions of Section 43 of the Rhode Island Business Corporation Act, as amended, or (iv) liability for any

transaction from which the director derived an improper personal benefit (unless said transaction is permitted by Section 37.1 of the Rhode Island Business Corporation Act, as amended). If the Rhode Island Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Rhode Island Business Corporation Act. Any repeal or modification of this ARTICLE SIXTH(4) by the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

d. Indemnification of Directors (should a board of directors be established by the stockholders):

(1) By-Law and Director Indemnity Agreements: Statutory Provisions. The stockholders of the Corporation or the board of directors of the Corporation may include provisions in its bylaws, or may authorize agreements to be entered into with each director for the purpose of indemnifying him or her in the manner and to the extent permitted by Section 4.1 of the Rhode Island Business Corporation Act, as amended.

(2) By-law and Director Indemnity Agreements: Other Provisions. In addition to the authority conferred upon the board of directors of the Corporation by subsection d(1) hereof, the stockholders of the Corporation or the board of directors of the Corporation may include provisions in its by-laws, or may authorize agreements to be entered into with each director for the purpose of indemnifying such director in the manner and to the extent provided herein:

(i) The by-law provisions or agreement authorized hereby may provide that the Corporation shall, subject to the provisions of this ARTICLE SIXTH(4), pay, on behalf of a director any Loss or Expenses arising from any claim or claims which are made against the director (whether individually or jointly with other directors) by reason of any Covered Act of the director.

(ii) For the purposes of this ARTICLE SIXTH(4), when used herein:

(aa) "Loss" means any amount which a director or officer is legally obligated to pay for any claim for Covered Acts and shall include, without being limited to, damages, settlements, fines, penalties or, with respect to employee benefit plans, excise taxes;

(bb) "Expenses" means any expenses incurred in connection with the defense against any claim for Covered

Acts, including, without being limited to, legal, accounting or investigative fees and expenses; and

(cc) "Covered Act" means any act or omission of a director or officer in the director's capacity as a director of the Corporation.

(iii) The by-law provisions or agreements authorized hereby may cover Loss or Expenses arising from any claims made against a retired director the estate, heirs or legal representative of a deceased director or the legal representative of an incompetent, insolvent or bankrupt director, where the director was a director at the time the Covered Act upon which such claims are based occurred.

(iv) Any by-law provisions or agreements authorized hereby may provide for the advancement of Expenses to a director prior to the final disposition of any action, suit or proceeding, or any appeal therefrom, involving such director and based on the alleged commission by such director of a Covered Act, subject to an undertaking by or on behalf of such director to repay the same to the Corporation if the Covered Act involves a claim for which indemnification is not permitted under clause (v), below, and the final disposition of such action, suit, proceeding or appeal results in an adjudication adverse to such director.

(v) The by-law provisions or agreements authorized hereby may not indemnify a director from and against any Loss, and the Corporation shall not reimburse for any Expenses, in connection with any claim or claims made against a director (1) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (2) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; (3) for improper personal benefit (unless the transaction is permitted by Section 37.1 of the Rhode Island Business Corporation Act, as amended).

(vi) The by-law provisions or agreements authorized hereby may contain such other terms and conditions as the stockholders or the board of directors, with either acting in their sole discretion, determine to be consistent with the provisions of this Article."

EXHIBIT B

ARTICLE SEVENTH OF THE ARTICLES OF AMENDMENT (Cont'd)

The outstanding shares evidenced by stock certificates #1 and #2 will be exchanged one (1) for one (1) for Series A voting common stock, and the shares evidenced by stock certificate #3 will be exchanged one (1) for one (1) for Series B non-voting common stock.

Except for rights related to voting of said shares, none of the rights and obligations of the shareholders of the Corporation will be affected by said exchange.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was300.....; and the number of shares entitled to vote thereon was300.....

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

<u>Class</u>	<u>Number of Shares</u>
Common	300

FIFTH: The number of shares voted for such amendment was300.....; and the number of shares voted against such amendment was-0-.....

SIXTH: 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		

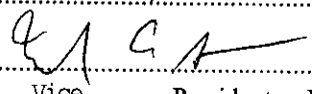
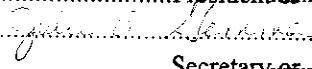
SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

See attached Exhibit B

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

No change

Dated July 31, 1998

GEM BAR CODING, INC.
By 
Its Vice President or Vice President
and 
Its Secretary or Assistant Secretary

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

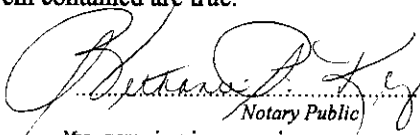
} Sc.

At Providence in said County on this 31st day
of July, 1998, personally appeared Michael A. Gemma and

~~He~~ Julie A. Gemma

....., who being by me first duly sworn, declared that ~~he~~ ^{they are} ~~she~~ the Vice President
and Secretary, respectively of Gem Bar Coding, Inc.

.....
that ~~he~~ ^{they} ~~she~~ signed the foregoing document as Vice President and Secretary, of the
corporation, and that the statements therein contained are true. ^{respectively}


Notary Public

(NOTARIAL SEAL)

My commission expires: