

State of Rhode Island and Providence Plantations

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

.....
P. D. HUMPHREY CO., 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 P. D. Humphrey Co., Inc.
.....

SECOND: The shareholders of the corporation on July 31 19 86, 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)]

That the Corporation amend its Articles of Incorporation by deleting the proviso from Section THIRD (g), so that Section THIRD (g) is changed to read as follows: "to acquire, hold, sell and transfer shares of its own capital stock".

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 500; and the number of shares entitled to vote thereon was 500

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 stock, \$100 par value	500

FIFTH: The number of shares voted for such amendment was 500; and the number of shares voted against such amendment was 500

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>
Common stock, \$100 par value	500	-0-

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)

No change

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 August 4, 1986

P.D. HUMPHREY CO., INC.
By [Signature]
Its President Executive Vice President
and [Signature]
William W. Humphrey
Its Secretary Assistant Secretary

STATE OF RHODE ISLAND

COUNTY OF NEWPORT

} Sc.

At TIVERTON in said county on this 4th day of

August, 1986, personally appeared before me Irving D. Humphrey, III

, who, being by me first duly sworn, declared that he is the Executive
Vice President of P. D. Humphrey Co., Inc.

that he signed the foregoing document as Executive Vice President of the
corporation, and that the statements therein contained are true.

David D. Humphrey, Jr.
Notary Public
my comm exp 6/30/91

(NOTARIAL SEAL)

AUG 12 1986
JMA

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	CHEK	30.00
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