

Filing Fee \$30.00

State of Rhode Island and Providence Plantations

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

G. DONALDSON CONST. 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 G. DONALDSON CONST. CO. INC.

SECOND: The shareholders of the corporation on December 22, 1992, 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)]

Article FOURTH is amended to read as follows:

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is Five Thousand (5,000) shares, of which Five Hundred (500) shares without par value shall be designated "Class A Voting Common Stock" and Four Thousand Five Hundred (4,500) shares without par value shall be designated "Class B Non-Voting Common Stock."

The preferences, voting rights, qualifications, special or relative rights or privileges of the Class A Voting Common Stock and the Class B Non-Voting Stock shall be as follows:

Except as otherwise required by law, the voting power for the election of directors, for the issuance of shares of any class of the corporation's capital stock now or hereafter authorized and for all other purposes shall be vested exclusively in the holders of the Class A Voting Common Stock, and the holders of the Class B Non-Voting Common Stock shall not have any voting power or be entitled to receive any notice of meetings of stockholders. In all other respects, the rights and privileges of the Class A Voting Common Stock and the Class B Non-Voting Common Stock shall be identical, share for share.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 200; and the number of shares entitled to vote thereon was 200.

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	200

FIFTH: The number of shares voted for such amendment was 200; 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>
Common	200	-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)

Each issued and outstanding share of common stock, no par value, of the corporation shall be exchanged for one (1) share of Class A Voting Common Stock and nine (9) shares of Class B Non-Voting Common Stock.

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

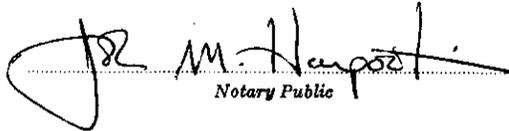
Dated December 28, 1992

G. DONALDSON CONST. CO. INC.
 By [Signature]
 Its President
 and [Signature]
 Its Secretary

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } Sc.

At Providence in said county on this 28th day of
December, 1992, personally appeared before me George Donaldson, JR
President of G. Donaldson Const. Co. Inc

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


Notary Public

(NOTARIAL SEAL)

JOHN M. HARPOOTIAN
Notary Public
My Commission Expires June 27, 1993

Rec'd & Filed DEC 29 1992

DEC 29 07 23 AM '92

9074
92034