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Filing Fee \$30.00

State of Rhode Island and Providence Plantations

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

COOLEY, INCORPORATED

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 COOLEY, INCORPORATED

SECOND: The shareholders of the corporation on February 12, 1988, 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)]

The shareholder, by vote duly adopted by him, amended the Corporation's Articles of Incorporation by adding thereto the articles set forth on Exhibit A attached hereto.

06/01/88 PAID
CPOP 30.00
CHEK 30.00
0132A001

Rec'd & Filed MAY 18 1988

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 4,270 and the number of shares entitled to vote thereon was 4,270

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>
None	

FIFTH: The number of shares voted for such amendment was 4,270 ; 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)

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 May 11, 1988

COOLEY, INCORPORATED

By P. Robert Seane Jr.

Its President

and

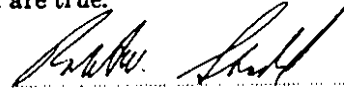
Its Secretary

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE } Sc.

At PROVIDENCE in said county on this 11TH day of
MAY, 1988, personally appeared before me P. ROBERT
SIENKAR, JR., who, being by me first duly sworn, declared that he is the
PRESIDENT of COLEY, INCORPORATED

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


Notary Public

(NOTARIAL SEAL)

ROBERT W. SHADD, Notary Public
State of R.I. and Providence Plantations
My Commission Expires June 30, 1991

"ARTICLE FIFTH: As permitted by Section 7-1.1-48(a)(6) of the Rhode Island Business Corporation Act, the personal liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under Rhode Island law."

"ARTICLE SIXTH:

(a) As used in this Article,

(1) 'Indemnified Person' means any director or officer of the Corporation and, with the express prior approval of the Board of Directors of the Corporation in each instance, any employee or agent of the Corporation.

(2) 'indemnify' means to indemnify and hold harmless against expenses (including without limitation, attorneys' fees and any expenses of establishing a right to indemnification), judgments, fines, settlements and other amounts actually and reasonably incurred by an Indemnified Person in connection with a Proceeding.

(3) 'Proceeding' means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, with respect to any act or omission by the Indemnified Person in the Indemnified Person's official capacity with the Corporation and while serving as such or while serving at the request of the Corporation as a member of the governing body, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(b) The Corporation shall indemnify any Indemnified Person who was or is a party or is threatened to be made a party to any Proceeding, provided, however, that no Indemnified Person may be indemnified for acts or omissions or transactions from which a director may not be relieved of liability under Section 7-1.1-48(a)(6) of the Rhode Island Business Corporation Act.

(c) In serving or continuing to serve the Corporation, an Indemnified Person is entitled to rely and shall be presumed to have relied on any rights granted pursuant to the foregoing provisions of this Article, which shall be enforceable as contract rights and shall continue when the Indemnified Person has ceased to be a director, officer, employee or agent of the Corporation and inure to the benefit of the heirs and administrators of the director, officer, employee or agent of the Corporation.

(d) The Board of Directors is authorized to the fullest extent permissible under Rhode Island law, to cause the Corporation to pay expenses incurred by Indemnified Persons in defending Proceedings.

(e) Any right or privilege conferred by or pursuant to this Article shall not be exclusive of any other rights to which any Indemnified Person may otherwise be entitled."

EXHIBIT A

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.

(k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.

(q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

"FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

Total number of shares - 432,700, of which there shall be preferred stock in the amount of \$390,000 to be divided into 390,000 shares of the par value of \$1.00 each, Class A voting common stock in the amount of \$42,700 to be divided into 4,270 shares of the par value of \$10.00 each, and Class B non-voting common stock in the amount of \$384,300 to be divided into 38,430 shares of the par value of \$10.000 each.

Said shares of preferred and common stock shall be subject to the following terms and shall have the following rights and preferences:

(a) Dividends on the Preferred Stock.

Holders of record of the Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends from the surplus or net earnings of the corporation at the rate of 6% per annum on the par value thereof and no more, payable in such installments as the Board of Directors shall determine. No dividends shall be paid in any calendar year on Common Stock of the corporation unless the dividend at the foregoing rate has been paid in the same year on the Preferred Stock, but dividends on the Preferred Stock shall not be cumulative.

EXHIBIT A (Con'd)

cases in which holders of non-voting stock shall be entitled to vote by law as a separate class or otherwise, the holders of the preferred stock of the corporation and the holders of the Class B common stock of the corporation shall have no right to vote or to notice of any meeting of stockholders, and the holders of the Class A common stock of the corporation shall have the exclusive right to vote for the election of directors and on all other questions which shall be subject to the decision of the stockholders.

(g) Transfers of Stock.

No holder of any of the stock of the corporation shall transfer any of such stock without first offering the same to the corporation at the lowest price at which he is willing to dispose of the same, said offer to be in writing and to include a true statement of the names and addresses of the transferee or transferees to whom said stockholder intends to transfer his stock if said offer is not accepted by the corporation as hereinafter provided. Said offer and statement shall be addressed and delivered to the secretary of the corporation or, in case the stockholder making such offer be the secretary, to the president. The secretary or the president, as the case may be, or in case of the refusal or failure for any reason of said secretary or president to act, any officer, shall thereupon call or cause to be called a special meeting of the holders of the stock of the corporation then outstanding and entitled to vote to be held within fifteen (15) days after the receipt of said offer for the purpose of taking action with respect to the same. The corporation, through the holders of the stock then outstanding and entitled to vote, shall have ten (10) days after the time fixed for the holding of such special meeting to accept or reject said offer and until action thereon shall be taken or until the expiration of said ten (10) days, whichever shall first occur, no transfer of any of his stock shall be made by the stockholder submitting the offer, but if the stockholders shall reject said offer or if no action shall be taken by them prior to the expiration of said ten (10) days, such stockholder may then transfer the same at not less than said price to any transferee or transferees described in said statement at any time within six (6) months after the expiration of said ten (10) days but not otherwise or thereafter without again complying with the provisions of this article. All transfers of the stock of the corporation (except transfers upon the death of a stockholder from his estate to his next-of-kin or to the legatee or legatees named in his will and except transfers by a stockholder during his lifetime to or for the benefit of his spouse, a child or more remote issue of his or a child or more remote issue of either parent of the stockholder) are intended to be included in the prohibitions of this article, including but without limiting the generality of the foregoing, a transfer by virtue of a pledge, attachment or other incumbrance. Any transfer contrary to the foregoing provisions shall be void. The corporation by vote of the holders of its stock then outstanding and entitled to vote passed at a meeting of such stockholders duly held for that purpose may waive the provisions of this article with respect to any particular transfer."

EXHIBIT A (Con'd)

(b) Rights of Preferred Stock on liquidation and dissolution.

In case of liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, holders of the Preferred Stock shall be entitled after the debts of the corporation have been paid, to receive out of the remaining assets one dollar (\$1.00) per share together with the amount of any dividend thereon accrued or in arrears for the year in which final distribution is made in liquidation to the holders of said Preferred Stock, whether or not earned or declared, before any payment is made to holders of the common stock, and shall be entitled to no further payment or distribution. If the assets remaining after the payment of the corporate debts are insufficient to pay the full amount provided above, such assets as remain shall be divided among the holders of the Preferred Stock in proportion to the number of shares of Preferred Stock held.

(c) Redemption of Preferred Stock.

The corporation, at the option of the Board of Directors, may at any time and from time to time redeem the whole or any part of the outstanding Preferred Stock by paying one dollar (\$1.00) for each share thereof, together with the amount of all accrued dividends thereon for the year of redemption, upon sixty days' notice by mail to the holders of record. If less than all the outstanding shares of the Preferred Stock are to be redeemed, the shares to be redeemed may be selected in such manner as the Board of Directors in its sole discretion shall determine. The holders of shares of preferred stock called for redemption shall not, from and after the date fixed for redemption, possess any rights as stockholders of the corporation except the right to receive the redemption price without interest upon the surrender of the shares called for redemption. Preferred Stock called for redemption may at the option of the Board of Directors be reissued for cash at not less than par. No such redemption of Preferred Stock shall take place prior to the date of death of Philip R. Siener of Providence, Rhode Island.

(d) Voting rights of Preferred Stock.

Except as otherwise provided by law, the holders of Preferred Stock shall have no right to vote for any purpose or to receive notice of any stockholders' meeting.

(e) Issuance of Preferred Stock.

The Board of Directors shall have full power and authority to issue any of the authorized but unissued shares of Preferred Stock of the corporation at any time and from time to time in exchange for shares of the issued and outstanding Common Stock of the corporation at such rate of exchange as the Board of Directors shall deem best, as a stock dividend, or for cash, services or property as the Board of Directors shall deem best.

(f) Common Stock.

The Class A and Class B common stock shall for all purposes, except for voting rights, be a single class of common stock entitled to share pro rata with respect to any distributions of dividends or in liquidation upon the common stock of the corporation, and, subject to the exception with respect to voting rights, all references to common stock in these Articles or in the by-laws of the corporation shall be deemed to refer to the shares of Class A and Class B common stock of the corporation as a single class without distinction between such shares. With respect to voting rights, except in those