

Filing fee: \$20.00

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 December 13, 19 74, 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)]

VOTED: To amend the Articles of Incorporation by repealing Articles FIRST through EIGHTH, both inclusive, thereof and substituting in lieu thereof the following Articles:

"FIRST. The name of the corporation is Cooley, Incorporated.

"SECOND. The period of its duration is perpetual.

"THIRD. The purpose or purposes for which the corporation is organized are:

The transaction of any or all lawful business for which corporations may be incorporated under Chapter 11 of Title 7 of the General Laws of Rhode Island, 1956, as amended.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain and defend, in its corporate name.
- (c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money and to use its credit to assist its employees.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(Amendments as adopted by the foregoing vote are continued on carry-over sheet Exhibit A attached hereto and made a part hereof.)

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 393,295 ; 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>
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N O N E

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>

N O N E

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)
The 4,270 shares of common stock, \$100 par value, issued and outstanding on the date of filing of this amendment to the Articles of Incorporation are to be deemed reclassified as shares of Class A voting common stock, \$10.00 par value.

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)

The stated capital of the corporation prior to such amendment was \$816,025, represented by 389,025 shares of preferred stock, \$1.00 par value, and 4,270 shares of common stock, \$100 par value. The amendment reduces the stated capital represented by common stock by the amount of \$384,300 so that upon the filing of said amendment the stated capital of the corporation will be \$431,725, represented by 389,025 shares of preferred stock, \$1.00 par value, and 4,270 shares of Class A voting common stock, \$10.00 par value.

Dated December 13, 19 74

COOLEY, INCORPORATED

By

P. Robert Sever Jr.

Is President

and

Arthur J. ...

Its Secretary

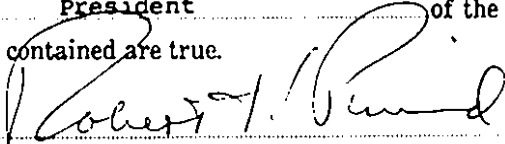
STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

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At Providence in said county on this 13th day of
December, 1974, personally appeared before me P. Robert
Siener, Jr., who, being by me first duly sworn, declared that he is the
President of Cooley, Incorporated

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


Notary Public

(NOTARIAL SEAL)

My Commission Expires
JUNE 30, 1975

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AF/James
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