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**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State Matthew A. Brown  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

**FILED**

**JUN 16 2005**

3v KMC  
C 68952

**BUSINESS CORPORATION**

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION**  
(To Be Filed In Duplicate Original)

JUN 16 10:12:23

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:

1. The name of the corporation is Richard A. Bernardo, Professional Engineers, Inc.
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on June 1, 2005, 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)]**

*(If additional space is required, please list on separate attachment)*

Effective July 1, 2005 an additional 500 authorized shares with NO PAR VALUE will be issued to  
Richard A. Bernardo, President of Richard A. Bernardo, Professional Engineers, Inc.  
These additional shares will increase Richard A. Bernardo's amount to 1050 authorized  
shares with NO PAR VALUE; Paul Bannon's shares will remain at 450 authorized shares  
with NO PAR VALUE.

3. The number of shares of the corporation outstanding at the time of such adoption was 1000; and the number of shares entitled to vote thereon was 1000.
4. 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> |
|---------------------|-------------------------|
| <u>NO PAR VALUE</u> | <u>1000</u>             |
|                     |                         |
|                     |                         |
|                     |                         |

5. The number of shares voted for such amendment was 1000 ; and the number of shares voted against such amendment was 1000 .

6. 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.")

| Class        | Number of Shares Voted |         |
|--------------|------------------------|---------|
|              | For                    | Against |
| NO PAR VALUE | 1000                   | ZERO    |
|              |                        |         |
|              |                        |         |

7. 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)

Five hundred (500) additional authorized by the corporation and the 500 to be issued to

Richard A. Bernardo.

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

No change

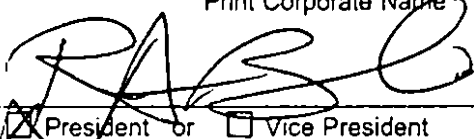
9. As required by Section 7-1.1-57 of the General Laws, the corporation has paid all fees and franchise taxes.

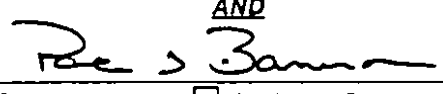
10. Date when amendment is to become effective July 1, 2005  
(not prior to, nor more than 30 days after, the filing of these articles of amendment)

Date: June 1, 2005

Richard A. Bernardo, Professional Engineers, Inc.

Print Corporate Name

By   
☒ President or ☐ Vice President (check one)

By   
☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF Rhode Island  
COUNTY OF Kent

In Warwick , on this 1st day of June , 2005 personally appeared before me Richard A. Bernardo who, being by me first duly sworn, declared that he/she is the President of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Karen Bernendo #47831  
Notary Public  
My Commission Expires: 3/21/09