

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

MEL & ME, LTD.

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 MEL & ME, LTD.

SECOND: The shareholders of the corporation ~~was~~ of November 23, 1994 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)]

SEE EXHIBIT A ATTACHED HERETO
AND MADE A PART HEREOF

FILED

NOV 28 1994

By 4659132708

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 400; and the number of shares entitled to vote thereon was 400

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>
Class A. Common Stock	200
Class B Common Stock	200

FIFTH: The number of shares voted for such amendment was 400; 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>
Class A Common Stock	200	0
Class B Common Stock	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)

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 November 23, 1994

MEL & ME, LTD.

By Melvin M. Eder
Its President
and Brenda Bodurcz
Its Secretary

STATE OF RHODE ISLAND

COUNTY OF Providence

} SC.

At Cranston in said county on this 23rd day of
November, 19 94, personally appeared before me Melvin
Baker, who, being by me first duly sworn, declared that he/she is the
President of MEL & ME, LTD.

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



Robert Gessman

Notary Public

Notary Public

(NOTARIAL SEAL)

my commission expires 7/13/96

EXHIBIT A

FOURTH: The aggregate number of shares which the corporation will have authority to issue is three thousand (3,000) shares, consisting of two thousand (2,000) shares of Class A Common Stock, without par value, and one thousand (1,000) shares of Class B Common Stock, without par value. The Class A Common Stock and Class B Common Stock shall be treated as one class and each share of stock shall have the same rights and privileges except that the Class B Common Stock shall have no voting rights other than as otherwise provided in Section 11 of the Stockholder Agreement by and among the corporation and its stockholders.

SIXTH: Provisions (if any) for the regulation of the internal affairs of the corporation:

(a) Action by the stockholders pursuant to Rhode Island General Laws, (1956), as amended, Section 7-1.1-30.3(b) is hereby authorized.

(b) No director or stockholder undertaking to exercise the responsibilities of a director shall have personal liability to the corporation or to its stockholders for monetary damages for breach of such director's or stockholder's duty as a director or, in the case of a stockholder, duty as a person undertaking to exercise the responsibilities of a director; provided that this provision shall not eliminate or limit the liability of such director or stockholder; (i) for any breach of such director's or stockholder's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) the liability imposed pursuant to the provisions of Rhode Island General Laws §7-1.1-43; or (iv) for any transaction from which such director or stockholder derived an improper personal benefit (unless said transaction is permitted by Rhode Island General Laws §7-1.1-37.1).

(c) All actions of the stockholders of the corporation shall require the authorization and approval of at least 70% of the issued and outstanding shares of the capital stock of the Corporation entitled to vote, including, but not limited to, any of the following matters: (i) the sale or assignment of all or substantially all of the assets of the corporation or the liquidation, merger, consolidation of or other similar

transaction involving the corporation; (ii) any change or amendment to the Articles of Incorporation or Bylaws of the corporation; (iii) the issuance of any stock, bonds, convertible securities or other securities of the corporation, or the corporation becoming obligated to issue any such securities or grant any stock options, warrants, calls, conversion privileges, commitments or rights with respect to such securities or taking any action that would cause a dilution in the ownership interest of any holder of the Class B Common Stock; (iv) any recapitalization or reorganization of the securities or assets of the corporation (v) the selection of an independent certified public accounting firm for the corporation; (vi) the expansion or relocation of the operations of the corporation to a location other than at its location in Garden City, Cranston, Rhode Island, including the opening of a separate location or other operation using the name "Mel & Me" or words of similar import; (vii) any borrowings by the corporation from any person or entity other than from the holder of any shares of Class A Common Stock of or Class B Common Stock of the corporation; (viii) any change in the compensation of any of the officers, including the issuance of any stock options or other securities of the corporation, but excluding cash increases in the salaries of the officers on an annual basis for cost of living adjustments and bonuses if the corporation meets or exceeds previously determined financial benchmarks satisfactory to all of the stockholders of the corporation, payment of insurance premiums for motor vehicles used by officers in connection with the business of the corporation and reimbursement of all documented business expenses in connection with the use of such motor vehicles; or (ix) any significant change in any of the contractual relationships between the corporation and any of its stockholders, provided, however, that action of the Shareholders shall not be required in connection with actions in the ordinary and normal course of the Corporation's daily business and operations.