

Filing Fee: \$50.00

Corp. I.D. #

10911

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
TOOLCRAFT, 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 TOOLCRAFT, INC.

SECOND: The shareholders of the corporation on March 24, 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)]

(1) To delete Article FIFTH of the Articles of Association in its entirety and to substitute in its place and stead the following new Article FIFTH:

"The aggregate number of shares which the corporation shall have authority to issue is Six Hundred (600) shares of common stock, without par value, of which (a) Twelve (12) shares shall be designated as Class A Common Stock, without par value (the "Class A Common Stock") and (b) Five Hundred Eighty-eight (588) shares shall be designated as Class B Common Stock, without par value (the "Class B Common Stock").

The designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations, or restrictions thereof, of the shares of Class A Common Stock and Class B Common Stock shall be as follows:

Except as otherwise required by law, the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of shares of Class A Common Stock, and the holders of shares of Class B Common Stock shall not have any voting power or be entitled to receive any notice of meetings of stockholders. In all other respects, the designations, powers, preferences and rights, and qualifications, limitations and restrictions thereof, of the shares of Class A Common Stock and Class B Common Stock shall be identical, share for share."

(2) To amend the Articles of Association by adding new Article SEVENTH as follows:

"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

(3) To amend the Articles of Association by adding new Article EIGHTH as follows:

"The preemptive rights set forth in Rhode Island General Laws, (1956) as amended, Section 7-1.1-24 are denied to the Stockholders."

(4) To amend the Articles of Association by adding new Article NINTH as follows:

"Any stockholder, including the heirs, assigns, executors or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him, her or them, except for any transfer by gift or inheritance to a person actively engaged in the day-to-day management of the corporation, shall first offer it to the corporation through the Board of Directors, in the manner following:

He or she shall notify the directors of his or her desire to sell or transfer by notice in writing, which notice shall contain the price at which he or she is willing to sell or transfer and the name of one arbitrator. The directors shall within thirty days thereafter either accept the offer, or by notice to him or her in writing name a second arbitrator, and these two shall name a third. It shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator.

After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the directors shall have thirty days within which to purchase the same at such valuation, but if at the expiration of thirty days, the corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the same in any manner he or she may see fit.

No shares of stock shall be sold or transferred on the books of the corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirement."

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>
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NONE

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>

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)

Upon the effective date and time of the amendment(s) (the "Effective Time"), each block of One Hundred (100) shares of the corporation's common stock issued and outstanding immediately prior to the Effective Time shall be exchanged for, and reclassified and converted

into, One (1) share of Class A Common Stock and Forty-nine (49) shares of Class B 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 March 24, 1994

TOOLCRAFT, INC.

By: Bert Ferragamo
Its President
and Anthony Bertoldi
Its Secretary

STATE OF RHODE ISLAND

Sc.

COUNTY OF PROVIDENCE

At Cranston in said county on this 24th day of March, 1994, personally appeared before me Bert Ferragamo, who, being by me first duly sworn, declared that he/~~she~~ is the President of TOOLCRAFT, INC.; the he/~~she~~ signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Benj. G. Paster
Notary Public

[NOTARIAL SEAL]

BENJ. G. PASTER
Notary Public
My Commission Expires June 27, 1995

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