

State of Rhode Island and Providence Plantations

Office of The Secretary of State
100 North Main Street
Providence, Rhode Island
02903-1335

PLEASE TAKE NOTICE that the corporation must be in good standing prior to filing

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

..... Charles Fradin, 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

..... Charles Fradin, Inc.

SECOND: The shareholders of the corporation on November 30 1990,
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)]

That ARTICLE FIFTH of the Articles of Incorporation be, and hereby is, amended
as follows:

That the two thousand (2,000) shares of authorized, no par common stock be
converted to one thousand (1,000) shares of Class A voting no par common
stock and one thousand (1,000) shares of Class B non-voting no par common
stock.

FILED

JUL 29 1995

by OpB#9
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THIRD: The number of shares of the corporation outstanding at the time of such adoption was24.....; and the number of shares entitled to vote thereon was24.....

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>
Common No par	24

FIFTH: The number of shares voted for such amendment was24.....; and the number of shares voted against such amendment was0.....

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>
Common No par	24	0

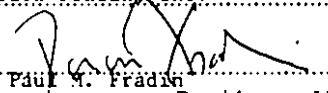
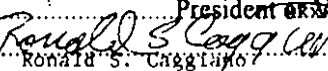
SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

Two thousand (2,000) shares of no par common stock is being converted to one thousand (1,000) shares of Class A voting no par common stock and one thousand (1,000) shares of Class B non-voting no par 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 April 27, 1995

Charles Fradin, Inc.
By  Paul M. Fradin
Its President or Vice President
and  Ronald S. Caggiano
Its Secretary or Assistant Secretary

STATE OF RHODE ISLAND

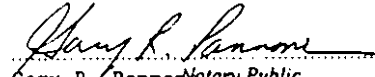
COUNTY OF Providence

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At Providence in said County on this 27th day
of April, 1995, personally appeared before
me Paul M. Fradin

, who being by me first duly sworn, declared that he/she is the
President of Charles Fradin, Inc.

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


Gary R. Pannon Notary Public

(NOTARIAL SEAL)

RECORDS OF STATE
CORRECTIONS DIV.
JUN 29 2 07 PM '95