Filing Fee $30.00

State of Rhode Island and Providence Plantations

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 January 29, 1979, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted unanimously the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

"FIFTH: The total number of shares of capital stock authorized, without par value, shall be two thousand (2,000) shares, common stock.

"No capital stock of this corporation shall be sold by any stockholder until first it shall have been offered to the corporation in writing at the lowest price at which the stockholder is willing to sell the same and said corporation shall have the opportunity of not less than thirty days duration after the receipt of said offer to accept or reject the same. The corporation shall be deemed to have rejected the offer if the same shall not have been accepted in writing within said thirty day period; the corporation may authorize any individual eligible to own capital stock in this corporation to exercise its option to purchase. Other provisions hereof notwithstanding, any agreement executed by the corporation and its stockholders with respect of sale, redemption or transfer of shares of capital stock issued and outstanding shall be valid and binding unless declared illegal or unenforceable by reason of any law, rule or regulation then in existence; the Directors of this corporation may, in particular instances, consent to a proposed sale or transfer of capital stock unless the same shall be prohibited by any law, rule or regulation or the terms hereof.

"SEVENTH: A. Capital stock of this corporation may be issued by the corporation from time to time for such consideration consisting of cash, services, personal property (tangible or intangible) or real property as may be fixed from time to time by the Board of Directors.

B. The corporation is authorized to guarantee any bonds, securities, notes or evidences of indebtedness created by the corporation or dividends with respect of capital stock in liquidation of this or any other corporation; to guarantee or endorse any bonds, securities, notes or evidences of indebtedness created by any person, corporation, firm, partnership or association; to lend money to any person, corporation, partnership or association, as may be authorized by the Board of Directors from time to time."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was sixty-two (62); and the number of shares entitled to vote thereon was sixty-two (62)

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")

Class	Number of Shares
Common stock	62

FIFTH: The number of shares voted for such amendment was sixty-two (62) ; 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")

Class	Number of Shares Voted	
	For	Against
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)

NONE

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)

Increase of authorized common capital stock without par value from one hundred (100) shares to two thousand (2,000) shares.

Dated January 29, , 1979

CHARLES FRADIN, INC.

By Paul M. Fradin

Its Vice- President

and Howard Cohen

Its Secretary

STATE OF RHODE ISLAND } Sc.
COUNTY OF PROVIDENCE

At Providence in said county on this 29th day of January, 19 79, personally appeared before me Paul M. Fradin, who, being by me first duly sworn, declared that he is the Vice-President of Charles Fradin, Inc.

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

Herman H. Winston
~~Notary Public~~ Notary Public

(NOTARIAL SEAL)

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