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STATEMENT OF  
REDUCTION OF STATED CAPITAL  
OF

BREWSTER INDUSTRIES CORP.

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-63 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement of reduction of stated capital of the corporation not accompanied by any action requiring an amendment of its Articles of Incorporation or by a cancellation of shares:

FIRST: The name of the corporation is BREWSTER INDUSTRIES CORP.

SECOND: The following resolution approving a reduction of stated capital was adopted by the shareholders of the corporation on November 29, 1979, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended:

(Insert copy of Resolution)

"RESOLVED that the Plan of Corporate Separation proposed at this meeting is hereby accepted and its provisions ratified and confirmed;"

"RESOLVED that upon receipt of a total of eight thousand five hundred sixty (8,560) shares of common capital stock of Brewster Industries Corp. duly endorsed in blank, the officers of this corporation are authorized to endorse in blank the shares of stock held by it of Linden Associates, Inc. and to deliver the same to Messrs. Tarlow and Portman in full satisfaction and discharge of the obligation created by the exchange offer..."

THIRD: The number of shares of the corporation outstanding at the time of the adoption of such resolution was 39,280; and the number of shares entitled to vote thereon was 39,280.

FOURTH: The number of shares voted for such reduction in stated capital was 30,720; and the number of shares voted against such reduction was

*See*

FIFTH: The manner in which such reduction in stated capital is effected, and the amount of stated capital of the corporation after giving effect to such reduction, are as follows:

Eight thousand five hundred sixty (8,560) shares of common capital stock of Brewster was exchanged for two thousand five hundred fifty (2,550) shares of the common capital stock of Linden Associates, Inc., a wholly owned subsidiary of Brewster Industries Corp. at the close of business December 31, 1979. The outstanding capital stock is thirty thousand seven hundred twenty (30,720) shares, common; the stated capital is seven hundred forty-seven thousand five hundred sixty-eight dollars (\$747,568.00).

Dated January 16, , 19 80

BREWSTER INDUSTRIES CORP.

By *David M. Hirsch*  
Its Vice President  
and *Helene D. Benoit*  
Its Asst. Secretary

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

} Sc.

At Providence in said county on this 16<sup>th</sup> day of  
February , 19 80, personally appeared before me David M.  
Hirsch , who, being by me first duly sworn, declared that he is the Executive  
Vice President of Brewster Industries Corp.

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

*Frank H. Winton*  
Notary Public  
*Winton* *Rubini*

(NOTARIAL SEAL)