

Filing Fee \$30.00

State of Rhode Island and Providence Plantations

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

..... CAVANAGH & SONS, 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 CAVANAGH & SONS, INC.

SECOND: The shareholders of the corporation on May 23, 1984, 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)]

Article No. FIFTH of the Articles of Incorporation is hereby amended by substituting therefor Article No. FIFTH as set forth in attached Exhibit A.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 2600 ; and the number of shares entitled to vote thereon was 1000

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	1000

FIFTH: The number of shares voted for such amendment was 1000 ; 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>
common	1000	-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)

1600 shares of Preferred Stock Fifty Cents Par Value will be exchanged for 125 shares of Class B Non-Voting Common Stock Par Value Twenty Cents . 1000 shares of Common Stock Twenty Cents Par Value will be exchanged for 1000 shares of Class A Voting Common Stock Par Value Twenty Cents.

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)

The amount of stated capital as reflected by the 1600 shares of Preferred Stock Fifty Cents par value and 1000 shares of Common Stock Twenty Cents Par Value will be reduced by \$775.

Dated May 23 , 19 84

CAVANAGH & SONS, INC.

By Paul C. Cavanagh

Its President

and Shelene E. Cavanagh

Its Secretary

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } Sc.

At Providence in said county on this 23rd day of
May, 1984, personally appeared before me Paul A.
Cavanagh, who, being by me first duly sworn, declared that he is the
President of CAVANAGH & SONS, INC.

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

Guido Sabatelli
Notary Public

(NOTARIAL SEAL)

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EXHIBIT A

Article No. FIFTH: The total amount of authorized capital stock of said corporation, with par value, shall be Two Hundred Twenty Five (\$225) Dollars as follows, viz: ONE THOUSAND (1,000) SHARES of CLASS A COMMON STOCK par value of Twenty Cents, and ONE HUNDRED TWENTY FIVE (125) SHARES of CLASS B COMMON STOCK, par value of Twenty Cents.

A description of the different classes of stock of the Corporation and a statement of the relative rights of the holders of stock of such classes are as follows:

COMMON STOCK

A. Dividends

The holders of the Common Stock Class A and Common Stock Class B shall be entitled to receive cash dividends out of the net profits or net assets of the Corporation applicable to dividends, when and as declared by the Board of Directors.

B. Distribution on Dissolution

In the event of any liquidation, dissolution, or winding up of the Corporation (whether voluntary or involuntary), the holders of the Common Stock Class A and Common Stock Class B shall be entitled to share ratably in all the assets of the Corporation then remaining.

C. Voting Power

The entire voting power for the election of Directors and for all other purposes shall be vested in the holders of the Class A Common Stock. The holders of the Class B Common Stock shall have no voting power.

D. Pre-emptive Rights

No holder of any stock of any class of the Corporation shall, as such holder, have any right to purchase or subscribe for any shares of the capital stock of the Corporation which it may issue or sell, whether out of the number of shares authorized by the certificate of incorporation of the Corporation as originally filed, or by any amendment thereof, or out of shares of the capital stock of the corporation acquired by it after the issue thereof; nor shall any holder of any such stock of any class, as such holder, have any right to purchase or subscribe for any obligation which the corporation may issue or sell that shall be convertible into, or exchangeable for, any shares of the capital stock of the corporation, or to which shall be attached or appertain any warrant or warrants or any instruments or instrument that shall confer upon the owner of such obligation, warrant, or instrument the right to subscribe for, or to purchase from, the corporation, any shares of any Class of its Capital Stock.

E. Consideration for Issuance of Stock

Shares of the authorized Common Stock Class A and Common Stock Class B may be issued by the Corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors thereof, and any and all such shares so issued, the full consideration for which shall have been paid or delivered, shall be deemed fully paid and nonassessable stock, and not liable to any further call or assessment thereon.