

Filing Fee \$50.00

ID Number: 28216



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

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

Pursuant to the provisions of Section 7-1.2-905 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Ross-Simons of Warwick, Inc.
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on _____, in the manner prescribed by Chapter 7-1.2 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

(If additional space is required, please list on separate attachment)

See attached Exhibits A and B

3. As required by Section 7-1.2-105 of the General Laws, the corporation has paid all fees and taxes.
4. These Articles of Amendment shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined these Articles of Amendment, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: June 29, 2006

Signature of Authorized Officer of the Corporation

FILED

Darrell S. Ross

Type or Print Name of Authorized Officer

JUN 29 2006

By AMF
102760

EXHIBIT A

TO ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

Article FOURTH, as amended, is hereby deleted in its entirety and the following substituted therefor:

"FOURTH: CAPITAL STOCK

- A. Classes of Stock. The aggregate number of shares of stock which the corporation has the authority to issue is 13,200,000 shares, of which (i) 11,995,000 shares shall be Class A Common Stock, par value \$0.01 per share ("**Common Stock**") and (ii) 1,205,000 shares shall be Serial Preferred Stock, par value \$0.01 per share ("**Preferred Stock**").

- B. Reverse Common Stock Split.

Prior to the filing of this Amendment, the corporation has been authorized to issue 13,200,000 shares, consisting of, among other things, 11,995,000 shares of Class A Common Stock with a par value of \$0.01 per share ("**Old Common Stock**").

Upon the filing of this Amendment to the Articles of Incorporation (the "**Amendment Date**"), the Old Common Stock shall automatically be converted (without any further act on the part of the corporation, its shareholders or any other persons or entities) into fully paid and nonassessable shares of Common Stock of the corporation, without increasing or decreasing the amount of stated capital or paid-in-surplus of the corporation, on the terms set forth below:

1. Old Common Stock. Each 13.6768134 shares of the 8,615,255 shares of Old Common Stock, issued and outstanding immediately prior to the Amendment Date, shall be converted into one (1) share of Common Stock.
2. Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of any share or shares of Old Common Stock. All fractional share amounts shall be rounded to the nearest whole number.
3. Conditions and Mechanics. After the Amendment Date, each holder of Old Common Stock immediately prior to the Amendment Date shall surrender the certificate or certificates representing such shares to the corporation or its designated transfer agent, duly endorsed for transfer as the corporation or any transfer agent may require. The corporation shall, as soon as is practicable thereafter, issue and deliver to such holder of Old Common Stock a certificate or certificates for the number of shares of Common Stock which such holder shall be

entitled to receive in exchange for such shares of the Old Common Stock. The corporation shall not be obligated to deliver the certificates for Common Stock and other consideration to which any holder of Old Common Stock may be entitled hereunder until such time as the corporation has received such holder's certificate or certificates representing such holder's shares of Old Common Stock for exchange. All shares of Old Common Stock converted into Common Stock pursuant hereto shall automatically be canceled and retired and shall cease to exist. Until surrendered in accordance with this Section 3, certificates for shares of Old Common Stock on and after the Amendment Date represent for all purposes only the right to receive the shares of Common Stock into which such Old Common Stock is convertible.

C. Common Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Common Stock are as set forth below:

1. Dividend Rights. The holders of Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the corporation legally available therefore, such dividends as may be declared from time to time by the Board of Directors.
2. Liquidation Rights. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation, the assets of the corporation available for distribution to shareholders shall be distributed among the holders of Common Stock pro rata based on the number of shares of Common Stock held by each.
3. Voting Rights. The holder of each share of Common Stock shall have the right to one vote for each such share, and shall be entitled to notice of any shareholders' meeting in accordance with the bylaws of the corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

D. Preferred Stock.

Except as may be provided in this Article Fourth, the Board of Directors of the Corporation is authorized by resolution or resolutions from time to time adopted and by filing a certificate pursuant to the applicable law of the State of Rhode Island, to provide for the issuance of Preferred Stock in one or more series and to fix and state voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights of the shares of each such series and the qualifications, limitations and restrictions thereof to the full extent now or hereafter permitted by the Rhode Island Business Corporation Act. Without limiting the generality of the grant of authority contained in the preceding sentence, the Board of Directors is authorized to determine any or all of the

following, and the shares of each series may vary from the shares of any other series in any or all of the following respects:

1. The distinctive serial designation and the number of shares constituting such series;
2. The dividend rate or the amount of dividends to be paid on the shares of such series, whether dividends shall be cumulative and, if so, from which date or dates, the payment date or dates for dividends, and the participating or other special rights, if any, with respect to dividends;
3. The voting powers, full, limited, or any, of shares of such series;
4. Whether the shares of such series shall be redeemable and, if so, the price or prices at which, and the terms and conditions on which, such shares may be redeemed;
5. The amount or amounts payable upon the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation;
6. Whether the shares of such series shall be entitled to the benefit of a sinking or retirement fund to be applied to the purchase or redemption of such shares and, if so entitled, the amount of such fund and the manner of its application, including the price or prices at which such shares may be redeemed or purchased through the application of such fund;
7. Whether the shares of such series shall be convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock of the corporation and, if so convertible or exchangeable, the conversion price or prices, or the rate or rates of exchanges, and the adjustments thereof, if any, at which such conversion or exchange may be made, and any other terms and conditions of such conversion or exchange;
8. The price or other consideration for which the shares of such series shall be issued; and
9. Whether the shares of such series which are redeemed or converted shall have the status of authorized but unissued shares of Preferred Stock and whether such shares may be reissued as shares of the same or any other series of Preferred Stock.

- E. Each share of each series of Preferred Stock shall have the same relative rights as and be identical in all respects with all the other shares of the same series.

EXHIBIT B

TO ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

Article SIXTH, as amended, is hereby deleted in its entirety and the following substituted therefor:

"SIXTH: PROVISIONS (IF ANY) FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION:

- A. A Director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of the Director's duty as a Director, except for (i) liability for any breach of the Director's duty of loyalty to the corporation or its shareholders, (ii) liability for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) liability imposed pursuant to the provisions of Section 811 of the Rhode Island Business Corporation Act, as amended (the "Act"), or (iv) liability for any transaction (other than transactions approved in accordance with Section 807 of the Act) from which the Director derived an improper personal benefit. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the corporation shall be eliminated or limited to the fullest extent so permitted. Any repeal or modification of this provision by the corporation shall not adversely affect any right or protection of a Director of the corporation existing prior to such repeal or modification.
- B. The Directors of the corporation may include provisions in the corporation's by-laws, or may authorize agreements to be entered into with each Director, officer, employee or other agent of the corporation (an "Indemnified Person"), for the purpose of indemnifying an Indemnified Person in the manner and to the extent permitted by the Act.

In addition to the authority conferred upon the Directors of the corporation by the foregoing paragraph, the Directors of the corporation may include provisions in its by-laws, or may authorize agreements to be entered into with each Indemnified Person, for the purpose of indemnifying such person in the manner and to the extent provided herein:

- (i) The by-law provisions or agreements authorized hereby may provide that the corporation shall, subject to the provisions of this Article, pay, on behalf of an Indemnified Person any Loss or Expenses arising from any claim or claims which are made against the Indemnified Person (whether individually or jointly with other Indemnified Persons) by reason of any Covered Act of the Indemnified Person.
- (ii) For the purposes of this Article, when used herein

- (1) "Directors" means any or all of the directors of the corporation or those one or more shareholders or other persons who are exercising any powers normally vested in the board of directors;
 - (2) "Loss" means any amount which an Indemnified Person is legally obligated to pay for any claim for Covered Acts and shall include, without being limited to, damages, settlements, fines, penalties or, with respect to employee benefit plans, excise taxes;
 - (3) "Expenses" means any expenses incurred in connection with the defense against any claim for Covered Acts, including, without being limited to, legal, accounting or investigative fees and expenses or bonds necessary to pursue an appeal of an adverse judgment; and
 - (4) "Covered Act" means any act or omission of an Indemnified Person in the Indemnified Person's official capacity with the Corporation and while serving as such or while serving at the request of the Corporation as a member of the governing body, officer, employee or agent of another corporation, including, but not limited to corporations which are subsidiaries or affiliates of the Corporation, partnership, joint venture, trust, other enterprise or employee benefit plan.
- (iii) The by-law provisions or agreements authorized hereby may cover Loss or Expenses arising from any claims made against a retired Indemnified Person, the estate, heirs or legal representative of a deceased Indemnified Person or the legal representative of an incompetent, insolvent or bankrupt Indemnified Person, where the Indemnified Person was an Indemnified Person at the time the Covered Act upon which such claims are based occurred.
- (iv) Any by-law provisions or agreements authorized hereby may provide for the advancement of Expenses to an Indemnified Person prior to the final disposition of any action, suit or proceeding, or any appeal therefrom, involving such Indemnified Person and based on the alleged commission by such Indemnified Person of a Covered Act, subject to an undertaking by or on behalf of such Indemnified Person to repay the same to the corporation if the Covered Act involves a claim for which indemnification is not permitted under clause (v), below, and the final disposition of such action, suit, proceeding or appeal results in an adjudication adverse to such Indemnified Person.
- (v) The by-law provisions or agreements authorized hereby may not indemnify an Indemnified Person from and against any Loss, and the corporation shall not reimburse for any Expenses, in connection with any claim or claims made against an Indemnified Person which the corporation has determined to have resulted from: (1) any breach of the Indemnified Person's duty of loyalty to the corporation or its shareholders; (2) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; (3) action

contravening Section 811 of the Act; or (4) a transaction (other than a transaction approved in accordance with Section 807 of the Act) from which the person seeking indemnification derived an improper personal benefit.

- C. Any action may be taken by shareholders without a meeting in accordance with the provisions of Section 7-1.2-707 of the Rhode Island Business Corporation Act.
- D. The Directors of the corporation may, in their sole discretion from time to time, make distributions from the capital surplus of the corporation.