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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)**

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:

- The name of the corporation is Ross-Simons of Warwick, Inc.
- The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on JULY 24, 2000, 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)]

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

Article FOURTH OF THE Articles of Incorporation, as amended,
is further amended as recited on Exhibit A attached hereto.

- The number of shares of the corporation outstanding at the time of such adoption was 8,161,150; and the number of shares entitled to vote thereon was 8,161,150.
- 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>
<u>Class A Common</u>	<u>8,156,150</u>
<u>Series A Preferred</u>	<u>5,000</u>

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By [Signature]
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5. The number of shares voted for such amendment was 8,161,150; and the number of shares voted against such amendment was -0-.

6. 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
Class A Common	8,156,150	0
Series A Preferred	5,000	0

7. 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)

no change

8. The manner in which such amendment effects a change in the amount of stated capital, and the amount (expressed in dollars) of stated capital as changed by such amendment, are as follows: (If no change, so state)

no change

9. As required by Section 7-1.1-57 of the General Laws, the corporation has paid all fees and franchise taxes.

10. Date when amendment is to become effective upon the filing of the within Articles
(not prior to, nor more than 30 days after, the filing of these articles of amendment)

Date: July 24, 2000

Ross-Simons of Warwick, Inc.

Print Corporate Name

By *Darvell S. Ross*
 President or Vice President (check one)

By *[Signature]* **AND**
 Secretary or Assistant Secretary (check one)

STATE OF Rhode Island
COUNTY OF Providence

In Providence, on this 24th day of July, 2000 personally appeared before me Darvell S. Ross who, being by me first duly sworn, declared that he/~~she~~ is the President of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Loris J. Alberg
Notary Public

My Commission Expires: March 23, 2003

EXHIBIT A

To Articles of Amendment to Articles of Incorporation
Ross-Simons of Warwick, Inc.

The first sentence of Article FOURTH, as amended, is hereby deleted in its entirety and the following Paragraph 1 is substituted therefor:

““FOURTH” The aggregate number of shares which the Corporation has the authority to issue is 12,000,000 shares, consisting of (i) 11, 995,000 shares of Class A voting common stock with no par value per share, and (ii) 5,000 shares of Series A preferred Stock with \$0.01 par value per share.”