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State of Rhode Island and Providence Plantations

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

CALORE FREIGHT SYSTEM, 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 CALORE FREIGHT SYSTEM, INC.

SECOND: The shareholders of the corporation on October 19, 19 89, 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)]

It was unanimously voted by all 100 shares no par common that the Articles of Incorporation, as amended, be further amended as follows:

1. The name of the corporation is CALORE FREIGHT SYSTEM, INC. (a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended.)
2. There shall be no Board of Directors.
3. The powers of the Directors are vested in the shareholders.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 100; and the number of shares entitled to vote thereon was 100.

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>
no par common	100

FIFTH: The number of shares voted for such amendment was 100; 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>
none	none	none

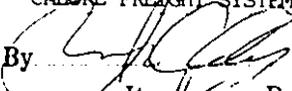
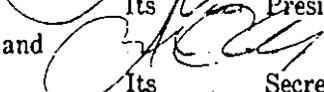
SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (if no change, so state)

no change

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)

no change

Dated November 7, 1989

CALORE FREIGHT SYSTEM, INC.
 By  Its President
 and  Its Secretary

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } Sc.

At East Providence in said county on this 7th day of
November, 1989, personally appeared before me Joseph C.
Calore, Jr., who, being by me first duly sworn, declared that he is the
Vice President & Secretary of CALORE FREIGHT SYSTEM, INC.

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

Britten L. Heatherton
Notary Public

My commission expires:
June 30, 1991

(NOTARIAL SEAL)

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