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State of Rhode Island and Providence Plantations

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

Cutlass Fasteners, 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 Cutlass Fasteners, Inc.

SECOND: The shareholders of the corporation on January 27, 1998, 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)]

Paragraph FIFTH of the original Articles of Incorporation dated March 20, 1985, is hereby revoked and in place thereof the following provision dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws of Rhode Island, 1956, as amended, is hereby adopted:

FIFTH: The Corporation shall not issue any stock of any class, including Treasury Stock, and the Shareholders shall not vote so as to authorize the issuance of any such stock, unless such stock is offered to the Shareholders upon equal terms in amounts proportionate to their holdings.

Paragraph SIXTH of the original Articles of Incorporation dated March 20, 1985, is hereby revoked and in place thereof the provisions for the regulation of the internal affairs of the Corporation as set forth in Exhibit A attached hereto are hereby adopted.

Paragraph EIGHTH of the original Articles of Incorporation dated March 20, 1985, is hereby amended as follows:

EIGHTH: The number of directors of the corporation is two and the names and addresses of the persons who are to serve as directors from the date hereof until their successors are elected and shall qualify are:

David A. Higton 83 Vermont Avenue, Unit 6 Warwick, RI 02888

David J. Green 83 Vermont Avenue, Unit 6 Warwick, RI 02888

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By [Signature]

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>
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		

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)

The Corporation exchanged all 100 issued and outstanding shares of common stock for 3,000 shares of common stock.

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 January 27, 1999

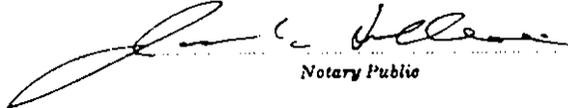
Outlass Fasteners, Inc.

By David Green
David J. Green
Its Vice President
and David Case
David J. Green
Its Asst Secretary

STATE OF RHODE ISLAND }
COUNTY OF WASHINGTON } Sc.

At North Kingstown..... in said county on this 27th day of
January....., 19 98, personally appeared before me David E.....
Green....., who, being by me first duly sworn, declared that he is the Vice
President & Asst Secretary of Cutlass Fasteners, Inc.

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


Notary Public

(NOTARIAL SEAL)

Cutlass Fasteners, Inc.

EXHIBIT A

6. Provisions for the regulation of the internal affairs of the Corporation:
- I. Except as otherwise provided by the Rhode Island Business Corporation Act, as has been or may hereafter be amended (the "Act"), any action required or permitted to be taken at a meeting of shareholders by the Act, by these articles of incorporation or by the by-laws of the Corporation may be taken without a meeting upon the written consent of less than all of the shareholders entitled to vote thereon if the shareholders who so consent would be entitled to cast at least the minimum number of votes which would be required to take such action at a meeting at which all shareholders entitled to vote thereon are present.
 - II. The presence in person or by proxy of the holders of all the outstanding shares entitled to vote shall be required to vote for the following action:
 - (A) Amendment to the Articles of Incorporation
 - (B) Merger, consolidation or share exchange;
 - (C) Reduction of capital; and
 - (D) The transfer of all or substantially all, the property and assets of the Corporation if not made in the usual and regular course of business.
 - III. (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 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 43 of the Act or (iv) liability for any transaction (other than transactions approved in accordance with Section 37.1 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 of 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 Indemnification 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 stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; (3) action contravening Section 43 of the Act; or (4) a transaction (other than a transaction approved in accordance with

Section 37.1 of the Act) from which the person seeking indemnification derived an improper personal benefit.