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State of Rhode Island and Providence Plantations

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

New England Turf, 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 New England Turf, Inc.

SECOND: The shareholders of the corporation on September, 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)]

SIXTH: Provisions (if any) for the regulation of the internal affairs of the corporation:

Preemptive Right. No transfer or sale of stock shall be valid unless and until the holder thereof has complied with all of the following requirements: (a) The holder of stock in case of a sale thereof must first offer said stock to the Corporation at the lowest price at which such stockholder is willing to sell the same, and no sale of any stock to any other party other than the Corporation shall be valid unless the offer to sell such stock, at the lowest price for which the holder is willing to sell, shall have first been received in writing by the Corporation. The Corporation shall have sixty (60) days in which to accept or reject said offer. A majority of the Board of Directors shall have the power to accept or reject such offer in behalf of the Corporation. (b) In the event the Corporation refuses to purchase the stock so offered, (1) if the Corporation shall neither accept nor reject such offer, then the stock may be sold not later than thirty (30) days after the date of the Corporation's refusal, (2) or should the Corporation neither accept nor reject such offer not later than thirty (30) days after the expiration of the 60 day period during which the Corporation could accept such offers to any other party, but not for a price lower nor upon terms different than that at which such stock shall have previously been offered according to the above provisions. The Corporation may require affidavits from the stockholder and the purchaser of such stock as to the purchase price paid therefor. (c) As used herein, the term "sale or transfer" shall not be deemed to include any bequest to an heir-at-law made by a stockholder under the terms of his Will, or a transfer by operation of law if a stockholder dies intestate.

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>
none	

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) 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 September 19, 1989

New England Turf, Inc.
By Simon J. Carter Pres.
Its President
and Simon J. Carter Sec.
Its Secretary

STATE OF RHODE ISLAND

COUNTY OF WASHINGTON

} Sc.

At North Kingstown in said county on this 19 day of
September, 1980, personally appeared before me Simone G.
Carter, who, being by me first duly sworn, declared that he is the
President of New England Turf, Inc.

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


Notary Public

(NOTARIAL SEAL)

Read & Filed MAY 02 1990

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