

Filing Fee: \$75.00

ID Number: 90125



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

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

**BUSINESS CORPORATION**

**APPLICATION FOR  
AMENDED CERTIFICATE OF AUTHORITY  
(To Be Filed In Duplicate Original)**

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Barakos-Landino, Incorporated
2. It is incorporated under the laws of Connecticut
3. A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island 06/18/1996, authorizing it to transact business in Rhode Island under the name of: Barakos-Landino, Incorporated

4. The corporate name of the corporation has been changed to BL Companies, Inc. OK

(If no change, so indicate.)

5. The name, if different, which it elects to use in Rhode Island is:
  - (a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:
  - (b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this Application:

6. The corporation desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:

(If no other or additional purposes are proposed, insert "No Change.")

No Change

**FILED**

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By MSA  
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7. If there has been an increase in the authorized shares of the corporation, list the total number of authorized shares, including the increase (If there has been no increase in shares, insert "no change"):

<u>Total Number of Authorized Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>100,000</u>	<u>Common</u>		<u>No Par Value</u>

8. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 250,000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0%. [divide (b) by (a) and multiply by 100 to obtain the percentage]
9. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 9,500,000.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 50,000.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0.5%. [divide (b) by (a) and multiply by 100 to obtain the percentage]
10. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.

Date: December 10, 2004

BL Companies, Inc.

Print Exact Name of Corporation Making Application

By [Signature] Robert A. Landino

President or  Vice President (check one)

By [Signature] Stanley C. Novak

Secretary or  Assistant Secretary (check one)

STATE OF Connecticut  
 COUNTY OF New Haven

In Meriden, Connecticut, on this 10th day of December, 2004, before me personally appeared Robert A. Landino & Stanley Novak who, being duly sworn, declared that he/she is the President and Secretary of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Jane M. Maskell  
 Notary Public  
 My Commission Expires: May 31, 2005  
**JANE M. MASKELL**  
**NOTARY PUBLIC**  
 MY COMMISSION EXPIRES MAY 31, 2005

# CERTIFICATE OF AMENDMENT

## STOCK CORPORATION

Office of the Secretary of the State

30 Trinity Street/P.O. Box 150470/Hartford, CT 06115-0470 Rev. 07/01/2003

FILING #0002822903 PG 01 OF 02 VOL B-00706  
FILED 11/03/2004 12:54 PM PAGE 01103  
SECRETARY OF THE STATE  
CONNECTICUT SECRETARY OF THE STATE

### 1. NAME OF CORPORATION:

Barakos-Landino, Incorporated

### 2. THE CERTIFICATE OF INCORPORATION IS (check A., B. or C.)

A. AMENDED.

B. AMENDED AND RESTATED.

C. RESTATED.

### 3. TEXT OF EACH AMENDMENT/RESTATEMENT:

ARTICLE FIRST OF THE CERTIFICATE OF INCORPORATION SHALL BE DELETED IN ITS ENTIRETY AND REPLACED WITH THE FOLLOWING ARTICLE FIRST:

"1. The name of the corporation is BL Companies, Inc. (the "Corporation")."

ARTICLE THIRD OF THE CERTIFICATE OF INCORPORATION SHALL BE DELETED IN ITS ENTIRETY AND REPLACED WITH THE FOLLOWING ARTICLE THIRD:

"3. Total Number of authorized shares is: 100,000 shares of common stock, no par value."

ARTICLE FIFTH OF THE CERTIFICATE OF INCORPORATION SHALL BE DELETED IN ITS ENTIRETY AND REPLACED WITH THE FOLLOWING ARTICLE FIFTH AND SIXTH:

"5. Limitation of Liability. To the maximum extent permitted by law, the personal liability of any director to the Corporation or its shareholders for monetary damages for breach of duty as a director shall be limited to the amount of compensation received by such director for serving the Corporation during the year in which the violation occurred, so long as such breach did not: (A) involve a knowing and culpable violation of law by the director; (B) enable the director or an associate, as defined in Connecticut General Statutes section 33-840, to receive an improper personal economic gain; (C) show a lack of good faith and a conscious disregard for the duty of the director to the Corporation under circumstances in which the director was aware that his conduct or omission created an unjustifiable risk of serious injury to the Corporation; (D) constitute a sustained and inexcusable pattern of inattention that amounted to an abdication of the director's duty to the Corporation, or (E) create liability under Connecticut General Statutes section 33-757.

"6. Indemnification. The Corporation shall indemnify each director for any liability, as defined in Connecticut General Statutes section 33-770(5), to any person for any action taken, or any failure to take any action, as a director, except liability that (A) involved a knowing and culpable violation of law by the director; (B) enabled the director or an associate, as defined in Connecticut General Statutes section 33-840, to receive an improper personal economic gain; (C) showed a lack of good faith and a conscious disregard for the duty of the director to the Corporation under circumstances in which the director was aware that his conduct or omission created an unjustifiable risk of serious injury to the Corporation; (D) constituted a sustained and inexcusable pattern of inattention that amounted to an abdication of the director's duty to the Corporation, or (E) created liability under Connecticut General Statutes section 33-757."

(Please reference an 8 1/2 X 11 attachment if additional space is needed)

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4. VOTE INFORMATION (check A., B. or C.)

**A. The amendment was approved by shareholder in the manner required by sections 33-600 to 33-998 of the Connecticut General Statutes, and by the Certificate of Incorporation.**

**B. The amendment was approved by the incorporators.  
No Shareholder Approval Was Required.**

**C. The amendment was approved by the board of directors.  
No Shareholder Approval Was Required.**

5. EXECUTION

Dated this 2<sup>nd</sup> day of November, 2004

Robert A. Landino

President

Print or type name of signatory

Capacity of signatory

Signature

