

5. The number of shares voted for such amendment was 5805; 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
NONE		

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)

See Exhibit A attached hereto

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 filing
(not prior to, nor more than 30 days after, the filing of these articles of amendment)

Date: May 13, 2004

Current Carrier Corp.

Print Corporate Name

By [Signature]
 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 13 day of MAY, 2004 personally appeared before me Christophe Holford who, being by me first duly sworn, declared that he/she is the secretary 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.

[Signature]
Notary Public
My Commission Expires: 9/24/07

Exhibit A
to the
Articles of Amendment to the
Articles of Incorporation
of
Current Carrier Corp.

I. Article FOURTH of the Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

"FOURTH: (a) The aggregate number of shares which the Corporation shall have authority to issue is 120,000, consisting of two (2) classes, divided and designated as follows: 100,000 shares of \$0.10 par value Common Stock and 20,000 shares of \$0.10 par value Convertible Preferred Stock. The relative powers, preferences and rights of the shares in each class of capital stock, and the qualifications, limitations or restrictions thereof, are set forth in paragraphs (b) through (g) below.

(b) Voting Rights. Holders of Common Stock and Convertible Preferred Stock are entitled to one vote per share.

(c) Dividends.

(i) Convertible Preferred Stock. Holders of Convertible Preferred Stock are entitled to receive cumulative dividends, in cash, at the rate of \$3.31 per share, per annum, (the "Preferred Dividend"). The Preferred Dividend is payable each year on a dividend date or dates determined by the Board of Directors. The Board of Directors may declare and pay additional dividends on the Convertible Preferred stock for any year if (x) the dividends will be used to repay principal or interest on an exempt loan to an employee stock ownership plan as defined in Section 4975(e)(7) of the Internal Revenue Code of 1986, as amended, or (y) a dividend in the same amount per share is declared and paid on each share of Common Stock. The Board of Directors may, in its sole discretion, accelerate payment of Preferred Dividends. Accelerated Preferred Dividends shall reduce future Preferred Dividend obligations of the Company in the manner determined by the Board of Directors.

(ii) Common Stock. No dividends shall be paid on the Common Stock of the Corporation for any year until the Preferred Dividend has been paid for that year and all prior years. The Corporation may then declare and pay dividends on Common Stock not in excess of \$3.31 per share for any year. Dividends on the Common Stock in excess of \$3.31 per share per year may be declared and paid only if a dividend in the same amount per share is declared and paid on the Convertible Preferred Stock.

(d) Conversion Rights and Ratio. (i) Subject to the provisions of subparagraphs (d)(ii) and (d)(iii) below, at the option of the holder, each share of Convertible Preferred Stock shall be convertible into one fully paid and nonassessable share of Common Stock on five (5) days notice to the Corporation.

(ii) In the event that this Company at any time or from time to time after the date on which a share of Convertible Preferred Stock was first issued shall declare or pay, without consideration, any dividend on Common Stock payable in Common Stock or in any right to acquire Common Stock for no consideration, or shall effect a subdivision of the outstanding shares of Common stock into a greater number of shares of Common Stock (by stock split, reclassification or otherwise than by payment of a dividend in Common Stock or in any right to acquire Common Stock), or in the event the outstanding shares of Common Stock shall be combined or consolidated, by reclassification or otherwise, into a lesser number of shares of Common Stock, then the Conversion Ratio for the Convertible Preferred Stock in effect immediately prior to such event shall, concurrently with the effectiveness of such event, be proportionately decreased or increased, as appropriate. In the event that this Company shall declare or pay, without consideration, any dividend on the Common Stock payable in any right to acquire Common Stock for no consideration, then the Company shall be deemed to have made a dividend payable in Common Stock in an amount of shares equal to the maximum number of shares issuable upon exercise of such rights to acquire Common Stock.

(iii) If the Common Stock issuable upon conversion of the Convertible Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise, or a merger or other reorganization, the Conversion Ratio then in effect shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted so that the Convertible Preferred Stock shall be convertible into, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock equivalent to the number of shares of Common Stock that would have been subject to receipt by the holders upon conversion of the Convertible Preferred Stock immediately before that change.

(e) Redemption Rights. Beginning on May 31, 2008, the Corporation shall be entitled to redeem the Convertible Preferred Stock in whole or in part upon not less than 45 days notice to the holder(s) of the Convertible Preferred Stock. The Redemption Price is \$41.36 per share (as adjusted for any stock dividends, combinations or splits with respect to such shares), payable in cash.

(f) Liquidation Preference. There is no liquidation preference for the Convertible Preferred Stock. Shares of Common Stock and Convertible Preferred Stock share equally in liquidation proceeds.

(g) Conversion of Currently Outstanding Stock. On the effective date of the amendment to the Articles of Incorporation of the Corporation effecting the foregoing recapitalization, each share of the then outstanding \$1.00 par value common capital stock of the Corporation shall automatically be converted into ten (10) shares of the \$0.10 par value Common Stock of the Corporation.

- II. Article FIFTH of the Articles of Incorporation is hereby amended to read in its entirety as set forth below:

"FIFTH: Provisions, if any, dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended: The Shareholders shall have no preemptive rights."

- III. Article SIXTH of the Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

"SIXTH: 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 Board of Directors of the Corporation shall have the authority to distribute to its shareholders, directly or by the purchase of its own shares, a portion of its assets, in cash or property, out of the unreserved and unrestricted capital surplus of the Corporation, without the affirmative vote of the shareholders of any class of the capital stock of the Corporation.

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 a 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 or 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, trustee or agent of another corporation or other entity, 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 representatives 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 Indemnified 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.

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