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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

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BUSINESS CORPORATION

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION**
(To Be Filed In Duplicate Original)

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:

1. The name of the corporation is LANDRY & MARTIN OIL CO., INC.
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on December 10 1999, 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)]

(If additional space is required, please list on separate attachment)

Paragraph Fifth and Sixth of the original Articles of Association dated December 31, 1956 are hereby amended to read as follows: The outstanding authorized 500 shares without par value stock be changed to 1000 shares of capital stock without par value designated as Class A Common Stock; that 1000 shares of capital stock without par value be authorized and designated as Class B Non-Voting Common Stock. The Class B Non-Voting Common Stock in all respects, including liquidation of corporation, has the same property rights as Class A Common Stock, the sole exception being lack of voting rights. Every share of capital stock issued will be exchanged for an equal number of shares of capital stock/ voting, together with an equal number of shares of capital stock/non-voting.

3. The number of shares of the corporation outstanding at the time of such adoption was 500; and the number of shares entitled to vote thereon was 100.
4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:
(if inapplicable, insert "none.")

Class	Number of Shares
Common Without Par Value	100

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5. The number of shares voted for such amendment was 100 ; 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 NEW AMENDMENT ABOVE

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 December 10 1999
(not prior to, nor more than 30 days after, the filing of these articles of amendment)

Date December 20 1999

LANDRY & MARTIN OIL CO., INC.
Print Corporate Name

B. Bernard R. Martin
 President or Vice President (check one)

B. Bernard R. Martin
 Secretary or Assistant Secretary (check one)

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In PROVIDENCE, on this 20th day of DECEMBER, 1999, personally appeared before me BERNARD R. MARTIN who, being by me first duly sworn, declared that he/~~she~~ is the President 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.

Michael F. Horan
Notary Public MICHAEL F. HORAN
My Commission Expires: 6/11/01