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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

FILED

SEP 13 2004

By C 44264

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BUSINESS CORPORATION

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

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
SEP 13 1 27 PM '04

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:

- The name of the corporation is FEDERAL ELECTRONICS, INC.
- The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on August 29, 2004, 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)

See Rider 1 attached hereto and made a part hereof.

- The number of shares of the corporation outstanding at the time of such adoption was 1,000; and the number of shares entitled to vote thereon was 1,000.
- 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>
<u>Class A Common Stock</u>	<u>10</u>
<u>Class B Common Stock</u>	<u>990</u>

5. The number of shares voted for such amendment was 1,000; 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
Class A Common Stock	10	-0-
Class B Common Stock	990	-0-

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 Rider 2 attached hereto and made a part hereof.

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 immediately upon the filing of this Amendment to Articles
(not prior to, nor more than 30 days after, the filing of these articles of amendment)

Date: August 30, 2004

FEDERAL ELECTRONICS, INC.

Print Corporate Name

By Romolo Evangelista
 President or Vice President (check one)

By Richard Evangelista
 Secretary or Assistant Secretary (check one)

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on this 30th day of August, 2004 personally appeared before me Romolo Evangelista and Richard Evangelista who, being by me first duly sworn, declared that he/she is the president and secretary, respectively 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.

Renee A. R. Evangelista
Notary Public
My Commission Expires: 6-23-06

Renee A. R. Evangelista, Notary Public
State of Rhode Island and Providence Plantations
My Commission Expires: 6-23-06

RIDER 1

Articles of Amendment
of
FEDERAL ELECTRONICS, INC.

Article FIFTH of the Articles of Incorporation is hereby deleted in its entirety and the following is substituted in lieu thereof:

"The aggregate number of shares which the Corporation shall have authority to issue is one thousand (1,000) shares of common stock, with no par value, which shall be designated as Common Stock, no par value."

RIDER 2

Articles of Amendment of FEDERAL ELECTRONICS, INC.

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:
 - “that upon the effective date and time of the filing of these Articles of Amendment (the “Effective Time”), each share of Class A Common Stock and Class B Common Stock, no par value, owned by the record and beneficial owner thereof immediately prior to the Effective Time shall automatically, and without any action on the part of such owner, be exchanged for, and reclassified and converted into one (1) share of common stock, no par value.”