

Filing Fee \$10.00

State of Rhode Island and Providence Plantations
NON-PROFIT CORPORATION

FILED

FEB 22 1996

By 4659154464

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF**

Marathon of Rhode Island, Inc.

Pursuant to the provisions of Section 7-6-40 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 Marathon of Rhode Island, Inc.

SECOND: The following amendment to the Articles of Incorporation was adopted by the corporation:

(Insert Amendment)

The name of the corporation shall be changed to:

Marathon, Inc.

The effective date shall be upon the filing of the Articles of Amendment.

FILED

FEB 20 1996

By _____

FEB 22 1 46 PM '96

RECEIVED
STATE
CLERK
03/13/96

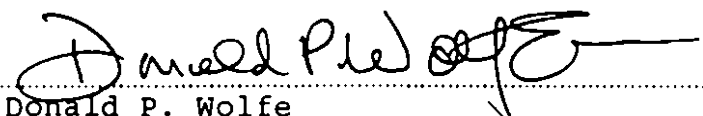
THIRD: The amendment was adopted in the following manner:

(Note 1)

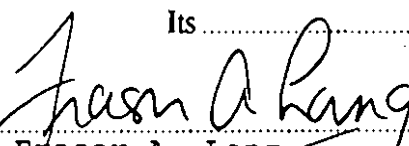
The amendment was adopted at a meeting of the Board of Directors held on January 16, 1996, and received the vote of a majority of the Directors in office, there being no members entitled to vote in respect thereof.

Dated February , 1996

Marathon of Rhode Island, Inc. (Note 2)

By  (Note 3)
Donald P. Wolfe

Its President

and  (Note 3)
Fraser A. Lang

Its Secretary

NOTES:

1. Insert whichever of the following statements is applicable:

- (a) "The amendment was adopted at a meeting of members held on , at which a quorum was present, and the amendment received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast."
- (b) "The amendment was adopted by a consent in writing signed under date of by all members entitled to vote in respect thereto."
- (c) "The amendment was adopted at a meeting of the Board of Directors held on , and received the vote of a majority of the Directors in office, there being no members entitled to vote in respect thereof."

2. Exact corporate name of corporation adopting the Amendment.

3. Signatures and titles of officers signing for the corporation.