



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF

MATRIX, INCORPORATED

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 MATRIX, INCORPORATED
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on August 28, 1998, 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)

That ARTICLE SECOND of the Articles of Incorporation of the corporation be deleted in its entirety and a new ARTICLE SECOND be substituted therefor to read as follows:

SECOND: Said corporation shall be known by the name of: CATAMORE HOLDINGS, INC.

3. The number of shares of the corporation outstanding at the time of such adoption was 10,000; and the number of shares entitled to vote thereon was 10,000.

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")

<u>Class</u>	<u>Number of Shares</u>
None .	

FILED

AUG 28 1998

By CEIT 63
209802

5. The number of shares voted for such amendment was 10,000; 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
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)

No change.

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. Date when amendment is to become effective: upon filing of these Articles of Amendment with the Secretary of State.
(not more than 30 days after the filing of these Articles of Amendment)

Dated August 18, 19 98

MATRIX, INCORPORATED

By William B. Anderson
 William B. Anderson
 Its President ~~Vice President~~

and Mars J. Bishop
 Mars J. Bishop
 Its Secretary ~~Assistant Secretary~~

STATE OF RHODE ISLAND
COUNTY OF

In Providence, on this 18th day of August, 19 98, personally appeared before me William B. Anderson, who being by me first duly sworn, declared that he ~~is~~ is the President of MATRIX, INCORPORATED and that he ~~is~~ signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Donna R. Durand, Notary Public
State of Rhode Island and Providence Plantations
My Commission Expires: 1/31/01

Donna R. Durand
Notary Public
My Commission Expires: 1/31/01