

30.00  
Filing fee: \$20.00

State of Rhode Island and Providence Plantations

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF

DILEONARDO INTERNATIONAL 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:

FIRST: The name of the corporation is Dileonardo International Incorporated.

SECOND: The shareholders of the corporation on November 18, 1983, 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)]

*The amendment(s) to be inserted are incorporated within the Plan of Corporate Reorganization annexed hereto and incorporated by reference herein, and the corporate minutes of Dileonardo International Incorporated and Dileonardo's Interiors, Inc. likewise annexed hereto and incorporated by reference herein.*

M I N U T E S  
O F  
SPECIAL MEETING OF STOCKHOLDERS  
O F  
DILEONARDO INTERNATIONAL INCORPORATED

A Special Meeting of the Stockholders of the above-named corporation was held on November 18, 1983, at 10:00 a.m., at the offices of the corporation's attorneys, Iannuccillo and Hines, Inc., 320 South Main Street, Providence, Rhode Island, pursuant to Waiver of Notice endorsed hereon.

In attendance: Robert J. DiLeonardo, being the sole stockholder of the corporation. Also present, by invitation: John G. Hines, Esquire, attorney for the corporation, and Timothy Sullivan, C.P.A., accountant for the corporation.

The President of the corporation presided at the meeting and acted as Chairman thereof; the Secretary of the corporation acted as Secretary for the meeting and kept the minutes thereof.

Messrs. Hines and Sullivan presented to the meeting a plan for corporate reorganization pursuant to Section 368(a)(1)(B) of the Internal Revenue Code of 1954, as amended. It was ordered that a copy of the proposed plan of corporate reorganization be spread upon the minutes of the meeting, annexed hereto and incorporated by reference herein. Discussion ensued with respect thereto. After full consideration, and upon motion duly made and seconded, it was unanimously

VOTED:

1. THAT said plan of corporate reorganization be, and the same hereby is, approved.
2. THAT formal notice of the within meeting, and of the purpose thereof be, and the same hereby are waived.
3. THAT all acts of the corporation by and through its officers with respect to said plan of corporate reorganization be, and the same hereby are, approved, confirmed and ratified.
4. THAT due to the approval of said plan of corporate reorganization by the stockholders, the President shall be, and he hereby is directed to forthwith execute and file an Amendment to the Articles of Incorporation, to be effective as of December 19, 1983; that from and after December 19, 1983, the plan of corporate reorganization shall be effective; and the President of the corporation shall take such other and further action (including but not limited to the exchange of stock certificate(s) as may, in the opinion of counsel and the certified public accountant, reasonably be required or desirable in order fully to effectuate and consummate the plan of corporate reorganization. The President is further directed to do any and all other things, if any, as may be necessary or advisable in order to carry out the purposes and intents of the aforesaid plan of corporate reorganization; and to execute any and all documents necessary, advisable, or desirable in order expeditiously to effectuate and/or consummate the same.

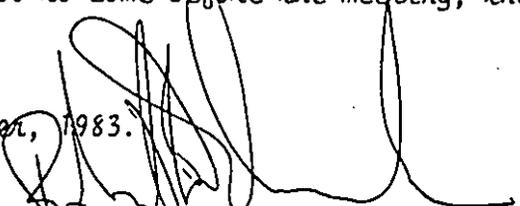
There then followed a general discussion of the business, affairs and prospects of the corporation.

There being no further business to come before the meeting, the same was, on motion, duly adjourned.

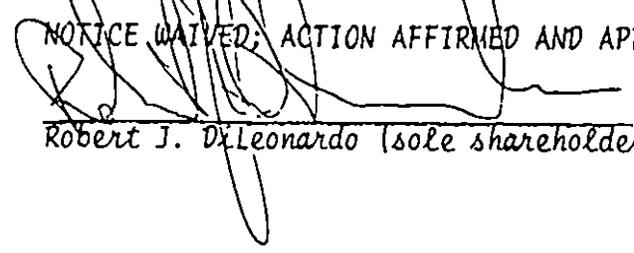
Dated this 18th day of November, 1983.

ATTEST:

  
Robert J. DiLeonardo, President

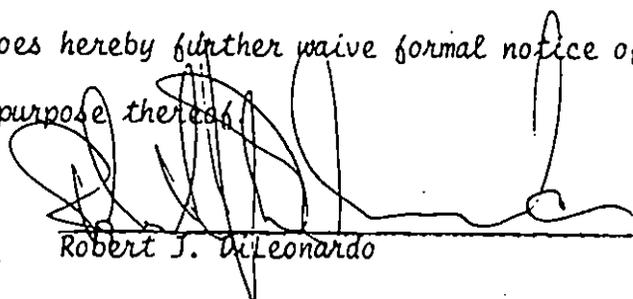
  
Robert J. DiLeonardo, Secretary

NOTICE WAIVED; ACTION AFFIRMED AND APPROVED:

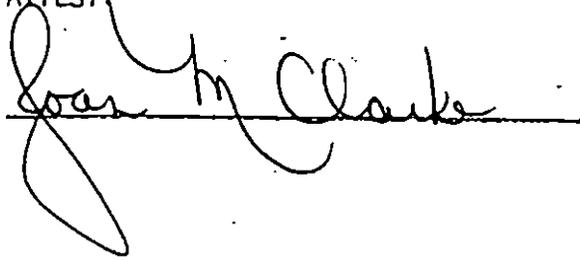
  
Robert J. DiLeonardo (sole shareholder)

W A I V E R

The undersigned, being the sole stockholder of all of the issued and outstanding shares of DiLeonardo International Incorporated, a corporation involved, along with DiLeonardo's Interiors, Inc., in the plan of corporate reorganization, does hereby irrevocably waive any and all notice appertaining to the adoption, approval, and effectuation of such plan of corporate reorganization; and does hereby further waive formal notice of the within meeting, and of the purpose thereof.

  
Robert J. DiLeonardo

ATTEST:

  
Joan M. Clark

Dated: November 18, 1983

PLAN OF CORPORATE REORGANIZATION

Pursuant to Section 368(a)(1)(B)

I. Corporations proposing to be involved in the corporate reorganization.

A. DiLeonardo International Incorporated.

B. DiLeonardo's Interiors, Inc.

II. Terms and Conditions and Manner and Basis of Exchange.

A. On or before December 19, 1983, Robert DiLeonardo, the present holder of One Hundred (100) of the authorized and issued no par common stock of DiLeonardo International Incorporated shall exchange said One Hundred (100) shares of no par common stock of DiLeonardo International Incorporated solely for Ten (10) shares of the voting no par common stock of DiLeonardo's Interiors, Inc., and DiLeonardo's Interiors, Inc. shall, in exchange solely for Ten (10) shares of its voting no par common stock, shall acquire the One Hundred (100) shares of the no par common stock of DiLeonardo International Incorporated. After the above-cited exchange, DiLeonardo's Interiors, Inc. shall have control of DiLeonardo International Incorporated.

III. Effective Date.

A. December 19, 1983.

IV. Change in Articles of Incorporation of DiLeonardo International Incorporated and DiLeonardo's Interiors, Inc.

A. The Articles of Incorporation of DiLeonardo International

Incorporated shall be amended to reflect the corporate reorganization done within this Plan of Corporate Reorganization pursuant to Section 368(a)(1)(B) of the Internal Revenue Code, and the Articles of Incorporation of DiLeonardo's Interiors, Inc. shall be amended to reflect the corporate reorganization done within this Plan of Corporate Reorganization pursuant to Section 368(a)(1)(B) of the Internal Revenue Code.

V. Other.

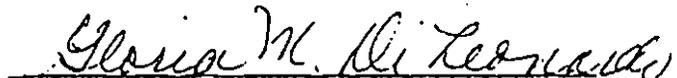
A. This Plan of Corporate Reorganization pursuant to Section 368(a)(1)(B) of the Internal Revenue Code of 1954, as amended, is promulgated: November 18, 1983.

B. Date approved by resolution of Board of Directors and Shareholders of DiLeonardo's Interiors, Inc. and by resolution of the Shareholders of DiLeonardo International Incorporated: November 18, 1983.

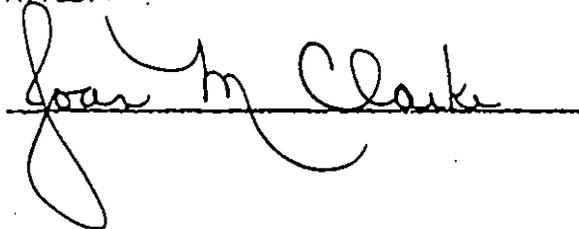
W A I V E R

The undersigned, being all of the Stockholders of all of the issued and outstanding shares of DiLeonardo's Interiors, Inc., a corporation involved, along with DiLeonardo International Incorporated, in the plan of corporate reorganization, do hereby irrevocably waive any and all notice appertaining to the adoption, approval and effectuation of such plan of corporate reorganization; and do hereby further waive formal notice of the within meeting, and of the purpose thereof

  
Robert J. DiLeonardo

  
Gloria M. DiLeonardo

ATTEST:

  
Joan M. Clarke

Dated: November 18, 1983

M I N U T E S  
O F  
SPECIAL MEETING OF STOCKHOLDERS  
O F  
DILEONARDO'S INTERIORS, INC.

A Special Meeting of the Stockholders of the above-named corporation was held pursuant to Waiver of Notice endorsed hereon, on November 18, 1983 at 12:30 p.m., at 320 South Main Street, Providence, Rhode Island.

Present: Robert J. Dileonardo and Gloria M. Dileonardo, being the sole Stockholders of the corporation. A quorum was declared present. Also present by invitation: John G. Hines, Esquire, counsel for the corporation and Timothy Sullivan, C.P.A., accountant for the corporation.

The President of the corporation presided at the meeting and acted as Chairman thereof; the Secretary of the corporation acted as Secretary of the meeting and kept the minutes thereof.

Messrs. Hines and Sullivan presented to the meeting a plan of corporate reorganization. It was ordered that a copy of the proposed plan of corporate reorganization be spread upon the minutes of the meeting, annexed thereto and incorporated by reference therein. Discussion ensued. After full consideration, and upon motion duly made and seconded, it was unanimously

- VOTED:
1. THAT said plan of corporate reorganization be, and the same hereby is, approved.
  2. THAT formal notice of the within meeting and of the purpose thereof be, and the same hereby are, waived.
  3. THAT all acts of the Directors of the above-named corporation with respect to said plan of corporate reorganization be, and the same hereby are, approved, confirmed and ratified.

There followed a general discussion of the business, affairs and prospects of the corporation.

There being no further business to come before the meeting, the same as, on motion, duly adjourned.

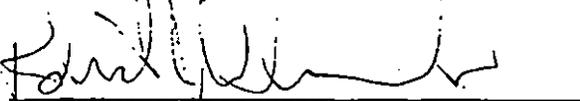
Dated this 18th day of November, 1983.

ATTEST:

  
 Robert J. DiLeonardo, President

  
 Gloria M. DiLeonardo, Secretary

NOTICE WAIVED; ACTION AFFIRMED AND APPROVED:

  
 Robert J. DiLeonardo

  
 Gloria M. DiLeonardo

M I N U T E S  
O F  
SPECIAL MEETING OF BOARD OF DIRECTORS  
O F  
DILEONARDO'S INTERIORS, INC.

A Special Meeting of the Board of Directors of the above-named corporation was held pursuant to Waiver of Notice endorsed hereon, on November 18, 1983 at 11:30 a.m., at 320 South Main Street, Providence, Rhode Island.

Present: Robert J. DiLeonardo and Gloria M. DiLeonardo, being all the members of the Board of Directors. A quorum was declared present. Also present, by invitation: John G. Hines, Esquire, attorney for the corporation, and Timothy Sullivan, C.P.A., accountant for the corporation.

The President of the corporation presided at the meeting and acted as Chairman thereof; the Secretary of the corporation acted as Secretary for the meeting and kept the minutes thereof.

Messrs. Hines and Sullivan presented to the meeting a plan of corporate reorganization pursuant to Section 368(a)(1)(B) of the Internal Revenue Code of 1954, as amended. It was ordered that a copy of the proposed plan of corporate reorganization be spread upon the minutes of the meeting, annexed hereto and incorporated by reference herein. Discussion ensued with respect thereto. After full consideration, and upon motion duly made and seconded, it was unanimously

VOTED:

1. THAT said plan of corporate reorganization be, and the same hereby is, approved.
2. THAT the officers of the above-named corporation, severally, be, and they hereby are, authorized and empowered to execute a waiver of formal notice of said plan of corporate reorganization.
3. THAT said plan of corporate reorganization shall, and the same hereby be, submitted to a vote at a special meeting of the stockholders of the above-named corporation, to be held immediately subsequent to the within meeting.
4. THAT upon approval of said plan of corporate reorganization by said stockholders, said officers, severally, shall be, and they hereby are, authorized to forthwith execute and file an amendment to the Articles of Incorporation, to be effective as of December 19, 1983; that from and after December 19, 1983, the plan of corporate reorganization shall be effective; and the officers, severally, shall take such other further action (including but not limited to the exchange of stock certificate(s)) as may, in the opinion of counsel and the certified public accountant, reasonably be required or desirable in order fully to effectuate and consummate said plan of corporate reorganization. Said officers, severally, are further directed to do any and all other things, if any, as may be necessary or desirable in order to carry out the purposes and intents of the aforesaid plan of corporate reorganization; and to execute any and all documents necessary, advisable or desirable in order expeditiously to effectuate and/or consummate the same.

There followed a general discussion of the business, affairs and prospects of the above-named corporation.

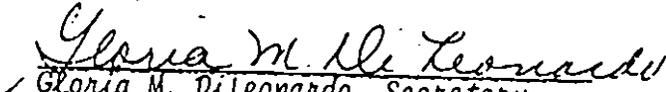
There being no further business to come before the meeting, the same was, on motion, duly adjourned.

Dated this 18th day of November, 1983.

ATTEST

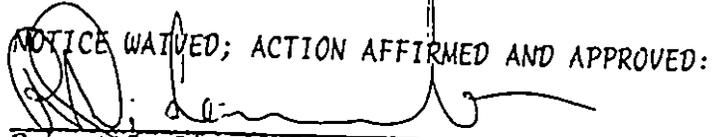


Robert J. DiLeonardo, President

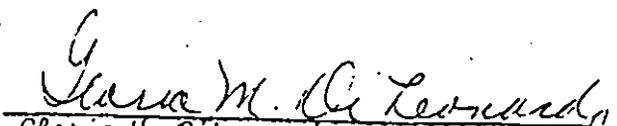


Gloria M. DiLeonardo, Secretary

NOTICE WAIVED; ACTION AFFIRMED AND APPROVED:



Robert J. DiLeonardo



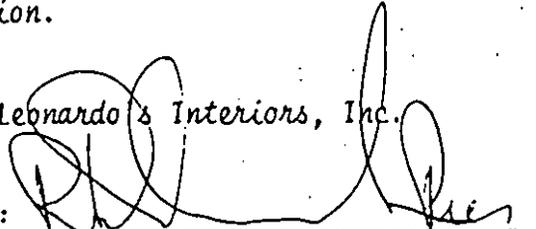
Gloria M. DiLeonardo

W A I V E R

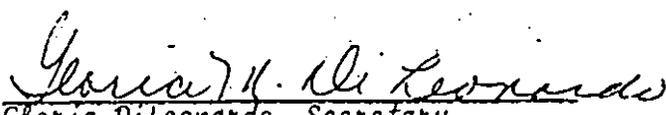
Dileonardo's Interiors, Inc., a corporation involved, along with Dileonardo International Incorporated, in the plan of corporate reorganization, does hereby irrevocably waive, by its officer hereunto duly authorized, any and all notice appertaining to the adoption, approval and effectuation of such plan of corporate reorganization.

Dileonardo's Interiors, Inc.

By:

  
Robert J. DiLeonardo, President

ATTEST:

  
Gloria DiLeonardo, Secretary

November 18, 1983

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 100; and the number of shares entitled to vote thereon was 100.

FOURTH: 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>
<i>no par common</i>	<i>100</i>

FIFTH: The number of shares voted for such amendment was 100; and the number of shares voted against such amendment was 0.

SIXTH: 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")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
<i>no par common</i>	<i>100</i>	<i>0</i>

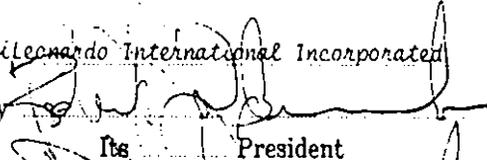
SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

*Please see the Plan of Corporate Reorganization annexed hereto and incorporated by reference herein.*

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (If no change, so state)

*None.*

Dated November 18, 19 83

*Dileonardo International Incorporated*  
 By   
 Its President  
 and   
 Its Secretary

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

} Sc.

At Providence in said county on this 10th day of December, 1983, personally appeared before me Robert J. DiLeonardo, who, being by me first duly sworn, declared that he is the President and Secretary of DiLeonardo International Incorporated

that he signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.

Joan M. Clark  
Notary Public  
Notary Public

(NOTARIAL SEAL)

~~SECRET~~

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