

State of Rhode Island and Providence Plantations

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
DAVENPORT MANAGEMENT, INC.**

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 DAVENPORT MANAGEMENT, INC.

SECOND: The shareholders of the corporation on January 28, 1986, 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)]

"VOTED: That Article Fifth of the Corporation's Articles of Incorporation be amended to read in its entirety as follows:

FIFTH: The corporation shall have the right in case of the transfer of shares of stock of any stockholder to purchase said shares at the price hereinafter specified before the same shall be transferred by him to any other party; provided, however, that the corporation shall exercise its right to purchase within fifteen (15) days after the stockholder shall have notified it in writing of his desire to transfer said shares, and if the corporation shall decide to purchase said shares, such stockholder shall, upon tender of the purchase price thereof, transfer to the corporation the shares so sold, and if the corporation shall not elect to purchase said shares within the said fifteen (15) days, then such stockholder may, at any time within thirty (30) days after the expiration of said fifteen days, transfer said shares to any other party but in the case of a sale at not less than the price at which the same were offered to the corporation. The price at which the corporation shall have a right to purchase shall be the value per share based on the greater of (1) one half the corporation's net worth according to the books of the corporation as of the last day of the month prior to the date of said notice to the corporation or (2) the corporation's value based on four times the annual earnings of the corporation after taxes for the last full fiscal year of the corporation; provided that this right to purchase shall not apply to a transfer without consideration to a stockholder's spouse or issue or to a trust for the benefit of a spouse or issue if such trust is one described in or treated as described in Section 1361(c)(2) of the Internal Revenue Code or any successor provision thereto.

At the option of the corporation, the purchase price may be paid twenty percent (20%) on the transfer of shares, with the balance paid over a four (4) year period payable in equal annual installments with interest on the unpaid balance at the Prime Rate of interest announced from time to time in the Wall Street Journal (or another reliable source) as being the prevailing prime rate of interest, such interest to be payable quarterly in arrears. Such balance shall be evidenced by a promissory note of the corporation, shall permit prepayment without penalty, and shall provide that on default of any payment which shall not be paid within ten (10) days after its due date, or upon bankruptcy, insolvency, making of a general assignment for the benefit of creditors by the corporation, or other business failure, then the entire principal balance shall become due and payable."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 6,000; and the number of shares entitled to vote thereon was 6,000

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>
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NONE

FIFTH: The number of shares voted for such amendment was 6,000; 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>

NONE

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)

NO CHANGE

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)

NO CHANGE

Dated May 27, 1936

DAVENPORT MANAGEMENT, INC.

By 

Its President

and Marcel A. Richard

Its Secretary / Treasurer

STATE OF RHODE ISLAND
COUNTY OF Providence

} Sc.

At Providence in said county on this 27th day of
May, 19 86, personally appeared before me Marcel A. ..
Richard, who, being by me first duly sworn, declared that he is the
Secretary of Davenport Management, Inc.
that he signed the foregoing document as Secretary of the
corporation, and that the statements therein contained are true.

Marjorie S. Sullivan
Notary Public

(NOTARIAL SEAL)

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CHECK 30.00
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JUN 18 1986