

Filing Fee \$30.00

State of Rhode Island and Providence Plantations

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

RONCI ENTERPRISES, 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 Ronci Enterprises, Inc.

SECOND: The shareholders of the corporation on November 14, 1990, 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)]

Article Fourth is hereby amended in its entirety to read as follows:

- "Fourth. a) The aggregate number of shares which the Corporation shall have the authority to issue is One Thousand Five Hundred (1,500) shares of no par value Voting Common Stock.
- b) Reserved.
- c) See Schedule A, attached hereto and made a part hereof."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 19,887; and the number of shares entitled to vote thereon was 420

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 420; 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)

A plan of recapitalization was adopted whereby one share of the new No Par Value Common stock will be issued for each four and 2/10 (4.2) shares of Class A Common (Voting No Par Value) stock, ~~one~~ one hundred five (105) shares of Class B Common (Non-Voting No Par Value) stock ~~and plus~~ eighty nine and 67/100 (89.67) shares of Preferred stock.

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)

The total number of shares in aggregate which the Corporation had the authority to issue was 109,418.75 which was divided into three (3) classes as follows: Class A Common (Voting No Par Value) - 700; Class B Common (Non-Voting No Par Value) - 70,000; and Preferred - 38,718.75 which is now consolidated to one class of stock (No Par Value Voting Common Stock) consisting of a maximum of one thousand five hundred (1,500) Ronci Enterprises, Inc. shares.

Dated 1/14, 19 90

By Frank A. L...
Its President
and Frank A. L...
Its Secretary

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

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At Providence in said county on this 14th day of
November 14, 1990, personally appeared before me
Frank A. Ronci, who, being by me first duly sworn, declared that he is the
President of Ronci Enterprises, Inc.

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


Notary Public

(NOTARIAL SEAL)

Com. Expires: 6/30/91

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COMMUNICATIONS DIV

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No stock may be pledged as security for any loan by the owner thereof without first having obtained in writing, the assent thereto of all the stockholders.

In case any stockholder of this corporation desires to give all, or any part of his shares of stock, he shall first offer the same to the corporation at book value and notify the President or Secretary of the corporation in writing, by certified mail, stating the number of shares he desires to give, and the name of the person to whom they are to be given.

If any stockholder shall at any time desire to sell all, or any part of his shares of stock, he shall first offer the same to the corporation and notify the President or Secretary of the corporation in writing, by certified mail, stating the number of shares he desires to sell, transfer, or otherwise dispose of, the lowest price at which he is willing to sell, and the name of the person to whom they are to be sold.

Within thirty (30) days after the receipt of any such notice, the stockholders of the corporation, exclusive of the stockholder offering the shares to the corporation, shall elect whether to accept such offer. If the stockholders shall elect to purchase the shares so offered, the Secretary or Treasurer, or some other officer designated by the stockholders shall forthwith and within said thirty (30) days, deliver in person to such stockholder or mail by certified mail, postage prepaid, addressed to him at his usual post office address as stated on the books of the corporation, a notice in writing, signed by the Secretary or Treasurer, or such other officer, of the election of the corporation to purchase such stock. The corporation shall have an additional thirty (30) days after the date of acceptance to make payment for such stock. The stockholder may receive the purchase price for such stock at the office of the corporation upon transfer to the corporation of the shares sold.

If the stockholders of the corporation, exclusive of the stockholder offering the shares to the corporation, shall not elect to accept said offer, or if notice of election to purchase shall not be given within the time limit above, then said stock shall be offered in writing to the stockholders of the corporation who shall have ten (10) days from receipt of said written notice within which to purchase such stock at the same price offered to the corporation.

Each stockholder shall have the right to purchase such portion of the remaining stock offered as the number of shares owned by him at such date shall bear to the total number of shares owned by all of the stockholders, excluding the stockholder making the offer, provided, however, that if any stockholder does not purchase his full proportionate share of the stock, said proportionate share may be purchased by the other stockholders pro rata to their holdings.

If the stockholders fail or decline to exercise the right to purchase the offering stockholder's shares within ten (10) days from receipt of said notice, the stockholder making the offer is at liberty to sell, or give the same, provided said dispositive action is made within thirty (30) days after the expiration of the offer to the remaining stockholders, and except in the case of a gift, at a price not less than the price at which it was offered to the corporation.

The corporation may require affidavits from the stockholder and the purchaser of such stock as to the price paid and the terms therefor, before transferring such stock upon the books of the corporation.

All of the stockholders, exclusive of the offering stockholder, may in particular instances consent to any such proposed sale, or other disposition, but no such consent or waiver shall extend to other or subsequent instances.

Any stock acquired by the corporation under the above provisions shall be held in the name of this corporation, subject to the control and disposal of the Board of Directors, who may, if they see fit, offer it for sale, at such price as they may deem proper, to the stockholders of this corporation, in which event each stockholder shall have an equal right with the others pro rata to their holdings to purchase the same, provided, however, that if any stockholder does not purchase his full proportionate share of the stock, said proportionate share may be purchased by the other stockholders pro rata to their holdings.