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State of Rhode Island and Providence Plantations

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

CAPITAL PROPERTIES, 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 Capital Properties, Inc.

SECOND: The shareholders of the corporation on April 24, 1985, 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 SIXTH of the corporation's articles of incorporation are amended to read as follows:

"SIXTH: Provisions (if any) for the regulation of the internal affairs of the corporation:

Pursuant to Section 7-1.1-30.3(2) of the General Laws, 1956, as amended, and except for actions pursuant to Sections 7-1.1-67, 7-1.1-70.1 or 7-1.1-72 of the General Laws, 1956, as amended, whenever the vote of the shareholders at a meeting thereof is required or permitted to be taken for and in connection with any corporate action, such action may be taken without a meeting by the written consent of less than all the shareholders entitled to vote thereon if the shareholders who so consent would be entitled to cast at least the minimum number of votes which would be required to take such action at a meeting at which all shareholders entitled to vote thereon are present. Prompt notice of such action shall be given to all shareholders who would have been entitled to vote upon the action if such meeting were held."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 1,034,968; and the number of shares entitled to vote thereon was 1,034,968.

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>
Common stock	1,034,968

FIFTH: The number of shares voted for such amendment was 684,884; and the number of shares voted against such amendment was 4,982.

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>
Common stock	684,884	4,982

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 April 24, 1985

CAPITAL PROPERTIES, INC.

By *Joseph R. DiStefano*
 Its President
 and *Marguerite F. Wood*
 Its Secretary

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } Sc.

At Providence in said county on this 24th day of
April, 1985, personally appeared before me Joseph R.
DiStefano, who, being by me first duly sworn, declared that he is the
President of Capital Properties, Inc.

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



Notary Public

(NOTARIAL SEAL)

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