

State of Rhode Island and Providence Plantations

January 4 1956

WE, the undersigned officers of

NATIONAL SECURITIES CORPORATION

a corporation duly incorporated under the laws of the State of Rhode Island,
HEREBY CERTIFY, that at a meeting of the stockholders of said corporation, duly called
for the purpose, and held in the City of Providence,
in said State, on the 20th day of December, A. D. 19 55,
the following amendment(s) to the Articles of Association (or Charter) was (or were)
duly adopted by an affirmative vote of the following proportion of the stockholders of
said corporation, viz:—

Majority of Class A
Majority of Class B
Majority of Classes A & B

which said vote amends or adds the following Article(or Articles)to read as follows,viz.—

"Article No. .

"Article No.

"Article No.

"Article No.

[CORPORATE SEAL]

ATTEST:

Dean J. J. J. J.
President (or Vice-President).
Charles S. J. J.
Secretary (or Assistant Secretary).

State of Rhode Island,
County of PROVIDENCE

In the City of Providence
on this 30th day of December
A. D. 1955, subscribed and sworn to before me.

Charles F. J. J.
Notary Public.

BUSINESS

ORIGINAL

CERTIFICATE OF AMENDMENT OF
ARTICLES OF ASSOCIATION OR
CHARTER OF

NATIONAL SECURITIES
CORPORATION

Duly Incorporated Under the Laws of
the State of Rhode Island.

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

JAN -4 1956 19

has paid into the State Treasury a fee of
Ten Dollars for
Incorporation
in accordance with the provisions of Chapter 116, General Laws of 1938
\$ 10.00
Raymond A. Hawley
General Treasurer

FIFTH. The TOTAL amount of authorized capital stock of said corporation, with par value shall be sixty-five thousand one hundred fifty (\$65,150.) dollars as follows: viz:

Class A - common stock - in the amount of \$50,000 to be divided into 100,000 shares of the par value of \$.50 each; and

Class B - common stock in the amount of \$150. to be divided into 15,000 shares of the par value of \$.01 each; and

Cumulative Convertible Preferred Stock in the amount of \$15,000 to be divided into 15,000 shares of the par value of \$1.00 each.

COMMON STOCK * Class A and Class B

1. Dividends. The holders of record of all common stock, after provision has been made for dividends on the cumulative convertible preferred stock as above provided, shall be entitled to receive dividends from the surplus or net profits of the corporation when and as declared: Provided, however, that as dividends are declared on all common stock they shall be at the ratio of \$.50 for Class A to \$.01 for Class B.

2. Preference as to Assets. In the event of liquidation, dissolution, winding up, receivership or bankruptcy proceedings, whether voluntary or involuntary, any assets remaining after payment of the cumulative convertible preferred stock in full as above provided shall be payable to the holders of the common stock; Provided, however, that assets payable to the holders of common stock shall be at the ratio of \$.50 for Class A to \$.01 for Class B.

3. Voting Rights. The holders of record of Class A common stock shall have one vote per share. The holders of Record of Class B common stock shall have ten votes per share.

CUMULATIVE CONVERTIBLE PREFERRED STOCKS

1. Dividends. The holders of record of the cumulative convertible preferred stock shall be entitled to receive, when and as declared, from the surplus or net profits of the corporation, dividends at the rate of \$.55 per annum and no more, payable on the 15th days of January and July of each year. The dividends on the cumulative convertible preferred stock shall be cumulative from the last dividend date preceding the date of issue so that, if on any semi-annual dividend date, \$.13 3/4 per share shall not be paid on cumulative convertible preferred stock, the deficiency shall be payable subsequently, but without interest, before any dividend shall be declared or paid upon or set apart for the common stock.

2. Redemption. Cumulative convertible preferred stock shall be redeemable in whole or in part on any semi-annual dividend payment date on or after January 15, 1955, at the option of the board of directors, upon payment of \$10 per share plus all dividends accrued or in arrears thereon to the date of redemption. In case less than all of the cumulative convertible preferred stock outstanding is to be redeemed, the shares to be redeemed shall be determined by the board of directors by lot or in such other equitable manner as the board of directors in their discretion shall determine. Notice of such redemption shall be given by depositing a copy thereof in a United States Post Office box, postpaid and addressed to the holders of record of the cumulative convertible preferred stocks to be redeemed, and at their respective addresses appearing on the books of the corporation, at least thirty (30) days prior to the date fixed for said redemption. From and after the date fixed in any such notice as the date of redemption, unless failure shall be made by the corporation in providing for the payment of the redemption price, all rights of the holders of the cumulative convertible preferred stocks so redeemed, as stockholders of the corporation, except to receive the redemption price, without interest, shall cease.

3. Conversion Rights. Cumulative Convertible Preferred stocks shall be convertible at the option of the holders of record into Class A common stock of the corporation at any time up to twenty-four hours prior to the redemption date at which the same has been called for redemption at the following rates, depending upon the time of such conversion: For each share of the Cumulative Convertible Preferred stock surrendered for such exchanges:

<u>Time of Conversion</u>	<u>Class A Common Stock</u>
Until July 1, 1959	2 shares
From July 1, 1959 to July 1, 1960	1 3/4 shares
From July 1, 1960 to July 1, 1961	1 1/2 shares
After July 1, 1961	1 share

4. Voting Rights. Except as otherwise expressly provided by law, the cumulative convertible preferred stock shall not have any voting rights unless three semi-annual dividends on said stock shall have accrued and be unpaid, whereupon the holders of record of said stock shall have one vote per share, and such voting right shall continue until there are less than three semi-annual dividends on said stock in arrears. The voting rights of said stock shall not affect the voting rights of Class A and Class B common stock as hereinbefore set forth.

5. Preference as to Assets. The cumulative convertible preferred stock shall be preferred as to earnings and assets over all the common stock, and in the event of liquidation, dissolution, winding up, receivership or bankruptcy proceedings, whether voluntary or involuntary, the holders of record of the cumulative convertible preferred stock shall be entitled, in priority to the holders of record of the common stock to ten dollars (\$10.) per share plus all dividends accrued or in arrears to date; and any assets remaining after payment of the cumulative convertible preferred stock in full as above provided shall be payable to the holders of the common stock.