

Filing Fee: \$50.00

Corp. I.D.#....16645.

State of Rhode Island and Providence Plantations
Office of The Secretary of State
100 North Main Street
Providence, Rhode Island
02903-1335

PLEASE TAKE NOTICE that the corporation must be in good standing
prior to filing

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF**

HERRICK & WHITE LTD.

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 **HERRICK & WHITE LTD.** *SM*

SECOND: The shareholders of the corporation on July 12,
1996, 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)]

That Paragraph First of the Articles of Incorporation, as
amended ("Articles"), is amended to read as follows:

FIRST: The name of the corporation is Herrick & White Ltd.
(a close corporation pursuant to §7-1.1-51 of the General
Laws, 1956, as amended).

That Paragraph Fifth of the Articles of Incorporation is
amended to read as follows:

FIFTH: Provisions (if any) dealing with the preemptive
right of shareholders pursuant to §7-1.1-24 of the General
Laws, 1956, as amended.

The preemptive rights set forth in Section 7-1.1-24 of the
Rhode Island General Laws, 1956, as amended, are denied to
stockholders.

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By *[Signature]*

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That Paragraph Sixth of the Articles of Incorporation is amended to read as follows:

SIXTH: Provisions (if any) for the regulation of the internal affairs of the Corporation.

No director or stockholder undertaking to exercise the responsibilities of a director shall have personal liability to the corporation or to its stockholders for monetary damages for breach of such director's or stockholder's duty as a director or, in the case of a stockholder, duty as a person undertaking to exercise the responsibilities of a director; provided that this provision shall not eliminate or limit the liability of such director or stockholder: (i) for any breach of such director's or stockholder's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) the liability imposed pursuant to the provisions of Rhode Island General Laws Section 7-1.1-43; or (iv) for any transaction from which such director or stockholder derived an improper personal benefit (unless said transaction is permitted by Rhode Island General Laws Section 7-1.1-37.1).

Action by the stockholders pursuant to Rhode Island General Laws (1956), Section 7-1.1-30.3(b) is hereby authorized.

The following actions by the corporation may be taken only upon the affirmative vote of the holders of at least ninety (90%) percent of the shares of the corporation entitled to vote thereon:

- (i) merger or consolidation of the corporation;
- (ii) the acquisition by the corporation of all or substantially all of the assets of one or more corporations, with or without good will or the assumption of liabilities;
- (iii) the acquisition by the corporation of shares of one or more corporations possessing two-thirds (2/3) or more of the total combined voting power of all classes of stock of the acquired corporation or corporations then entitled to vote for the election of directors;
- (iv) the sale, lease, exchange, or other disposition of all, or substantially all, the property and assets of the corporation, with or without the good will, if not in the ordinary course of the business of the corporation;
- (v) the voluntary dissolution of the corporation;

(vi) the incurring by the corporation of any indebtedness for borrowed money or for any other indebtedness (whether in the form of a debt obligation or otherwise), if not in the ordinary course of business of the corporation or any amendments or modifications thereto;

(vii) the granting by the corporation of any mortgage, pledge, lien, security interest or other encumbrance on any of its properties or assets, whether now owned or hereafter acquired, if not in the ordinary course of business of the corporation;

(viii) the purchase, sale, lease, exchange or other disposition and/or acquisition by the corporation of any real estate and/or any personal property having a value in excess of \$10,000;

(ix) the termination of any employee with more than five years of service with the corporation, the issuance of any executive bonuses and any salary or wage determination where the compensation of the individual involved exceeds \$50,000;

(x) the issuance of any capital stock of the corporation, or any action to recapitalize the corporation in any way, or the issuance of any dividends on the capital stock of the corporation;

(xi) an amendment to these Articles of Incorporation which serves to amend this Article Sixth.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 250; and the number of shares entitled to vote thereon was 250.

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 250; 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

Date 7-12, 1996

By [Signature]
 Its President or Vice President
 and [Signature]
 Its Secretary or Assistant Secretary

STATE OF RHODE ISLAND)
COUNTY OF Providence) Sc.

At Cumberland in said county on this 12th day of July, 1996, personally appeared before me Stephen B Herrick, who, being by me first duly sworn, declared that he/she is the President of Herrick & White Ltd., that he/she signed the foregoing document as President of the corporation, and that the statements therein contained are true.

[Signature]
 Notary Public

(NOTARIAL SEAL)