

Filing Fee \$50.00



Corp. I.D. # 14971

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

Kenney Manufacturing Company

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
Kenney Manufacturing Company

SECOND: The shareholders of the corporation on January 2, 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)]

VOTED: That Article Fourth of the Articles of Incorporation
of the Corporation, as amended, shall be further amended
and restated in its entirety as set forth on Exhibit A
attached hereto.

FILED

JAN 03 1996

By [Signature] #55
154560

SS. [Signature]

THIRD: The number of shares of the corporation outstanding at the time of such adoption was *19,400.....; and the number of shares entitled to vote thereon was194..... *19,206 Class A Common, 194 Class B Common

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>
Class B Common	194

FIFTH: The number of shares voted for such amendment was194.....; and the number of shares voted against such amendment was0.....

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>
Class B Common	194	0

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)

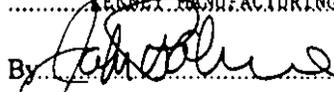
All preferred stock as described below is hereby cancelled.

<u>No. of Shares</u>	<u>Class</u>	<u>Par Value</u>
69,510	First Preferred	\$ 10.00
667,861	Second Preferred	\$ 1.00
1,792	Third Preferred	\$120.00

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)

<u>Before:</u>		<u>After:</u>	
1st Pref.	\$ 695,100.00	Class A Common	\$19,206.00
2nd Pref.	667,861.00	Class B Common	194.00
3rd Pref.	215,040.00		<u>\$19,400.00</u>
Class A Common	19,206.00		
Class B Common	194.00		
	<u>\$1,597,401.00</u>		

Dated.....12/15....., 19.95.....

.....KENNEY MANUFACTURING COMPANY.....
 By: 
 Its: President ~~or Vice President~~
 and 
 Its: Secretary ~~or Treasurer or Secretary~~

STATE OF RHODE ISLAND

COUNTY OF KENT

} Sc.

At Warwick in said County on this 15th day of December, 1995, personally appeared before me John V. Palermo

....., who being by me first duly sworn, declared that he/~~she~~ is the President of Kenney Manufacturing Company

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

Alfred T. Rottfuss
Notary Public

(NOTARIAL SEAL)

KENNEY MANUFACTURING COMPANY

EXHIBIT A

FOURTH. The aggregate number of shares which the Corporation has authority to issue is Nineteen Thousand Four Hundred (19,400) shares divided into:

- (a) Nineteen Thousand, Two Hundred and Six (19,206) Class A common shares, \$1.00 par value, and
- (b) One Hundred and Ninety-Four (194), Class B common shares, \$1.00 par value.

The holders of the Class A common stock and of the Class B common stock shall be entitled to receive out of the surplus or net earnings of the Corporation dividends when and as declared by the directors pro rata among such holders in proportion to the number of shares held by them as though the Class A and Class B common stock were a single class of stock.

The holders of shares of Class A common stock shall have no voting rights on any matters to be brought before the stockholders for action, except as their right to vote may be required by law. The holders of shares of Class B common stock shall have the exclusive right to cast one vote on any matters to be brought before the stockholders for each share of Class B common stock held by them as though the shares of each such class were a single class of stock, except as a separate vote of such class may be required by law and except as the vote of holders of the other classes of stock may be required by law. In any case in which a separate vote of a class of stock may be required by law, the holders of that class of stock shall be entitled to cast one vote for each share held by them.

In the event of any liquidation or winding up, whether voluntary or involuntary, of the Corporation, the holders of Class A and Class B common stock, subject to the payment of all liabilities of the Corporation, shall be entitled to receive all assets of the Corporation pro rata in proportion to the number of shares of Class A and Class B common stock held by them as though such shares were a single class.