

Filing fee: \$20.00

State of Rhode Island and Providence Plantations

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 December 30, 19 70, 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 of the Articles of Association shall be amended by substituting the following amended Article FOURTH:

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is 103,250 shares, as follows:

3,250 shares of common stock, \$100 par value
100,000 shares of preferred stock, \$10 par value

The holders of the preferred stock shall be entitled to receive out of the surplus or net earnings of the corporation, dividends, when and as declared by the directors, payable at such periods as shall be fixed by them, at the rate of forty cents (\$0.40) per share per annum, and no more, before any dividends shall be paid or set apart for payment upon the common stock.

The dividends on the preferred stock shall be cumulative, so that if for any period the same shall not be paid, the right thereto shall accumulate as against the common stock, and all arrears so accumulated shall be paid before any dividends shall be paid upon the common stock.

In the event of any liquidation or dissolution or winding up, whether voluntary or involuntary, of the corporation, the holders of the preferred stock shall be entitled to be paid the sum of Ten Dollars (\$10) per share and an amount equal to any unpaid accrued dividends thereon before any amount shall be paid to the holders of the common stock.

The preferred stock may be called for redemption, in whole or in part, at any time and from time to time, upon order of the board of directors, at Ten Dollars (\$10.) per share plus unpaid accumulated dividends. If less than all of the outstanding preferred stock is to be redeemed, the board of directors may in its absolute discretion designate which shares shall be redeemed. The corporation shall notify the record holder of any shares of preferred stock to be redeemed by depositing in the mail, postage prepaid, and addressed to the record holder at his last known address a written notice setting forth the intent to redeem and a redemption date. On and after such redemption date, the stock so called for redemption shall cease to be entitled to any dividends, interest or right in the corporation, and shall only be entitled to the amount of the redemption price, plus accrued dividends to the published redemption date.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 2,723; and the number of shares entitled to vote thereon was 2,723

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 2,723; 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)

None

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)

Stated capital prior to amendment	\$272,300
Stated capital after amendment	1,225,350
Change accomplished by transferring from Retained Earnings to Stated capital.	\$953,050

Dated December 31, 1970

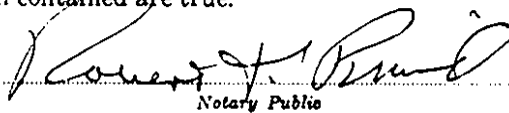
KENNEY MANUFACTURING COMPANY

By William E. Kenney
Its President
and John J. Gentry
Its Secretary

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

} Sc.

At Providence in said county on this 31st day of
December 19 70, personally appeared before me William C.
Kenney and John J. Tuohy, who, being by me first duly sworn, declared that ~~Kenney~~ they are
President and ~~Treasurer~~ Secretary- of Kenney Manufacturing Company
respectively, that they
Secretary-respectively
that he signed the foregoing document as President and Treasurer / of the
corporation, and that the statements therein contained are true.


Notary Public

(NOTARIAL SEAL)

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SEC 31-70 SEC-OF STATE 031 00****477.00

Ad/Jan

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