



5. The number of shares voted for such amendment was \*1,240\* ; and the number of shares voted against such amendment was \*none\*

6. 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.")

Class	Number of Shares Voted	
	For	Against
Class A Common Stock	*1,240*	None

7. 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

8. The manner in which such amendment effects a change in the amount of stated capital, and the amount (expressed in dollars) of stated capital as changed by such amendment, are as follows: (If no change, so state)

No change

9. As required by Section 7-1.1-57 of the General Laws, the corporation has paid all fees and franchise taxes.

10. Date when amendment is to become effective upon filing.  
(not prior to, nor more than 30 days after, the filing of these articles of amendment)

Date: March 15, 2004

Commonwealth Foreign Exchange, Inc.

Print Corporate Name

By John E. Lamere  
 President or  Vice President (check one)

By John J. Kuba **AND**  
 Secretary or  Assistant Secretary (check one)

STATE OF Rhode Island  
COUNTY OF Providence

In Providence, on this 15<sup>th</sup> day of March, 2004 personally appeared before me John E. Lamere, Jr. who, being by me first duly sworn, declared that he/she is the President of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Andrew Caputo  
Notary Public  
My Commission Expires: 6/23/05

**COMMONWEALTH FOREIGN EXCHANGE, INC.**

Articles of Amendment

EXHIBIT A

1. Article 6, Section IV of the Corporation's Articles of Incorporation, as heretofore amended, be amended to read in its entirety as follows:

IV. Any action to be taken by the shareholders of the Corporation shall require the vote or concurrence of seventy-six percent (76%) of all shares of capital stock of the Corporation issued, outstanding and entitled to vote.