



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF

Peter Pots & Warwick Greenhouses, Inc.

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:

1. The name of the corporation is Peter Pots & Warwick Greenhouses, Inc.
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on                     , 19 97, 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) ]

*(If additional space is required, please list on separate attachment)*

VOTED: That Article Second of the Articles of Association of the Corporation, as amended, shall be further amended to read as follows:

"SECOND. Said corporation shall be known by the name of Peter Pots Stoneware, Inc.".

3. The number of shares of the corporation outstanding at the time of such adoption was 300; and the number of shares entitled to vote thereon was 300.

4. 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>
Common	300

**FILED**

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By 10P#30-194765

5. The number of shares voted for such amendment was 300; and the number of shares voted against such amendment was 0.

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
Common	300	0

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. Date when amendment is to become effective: upon filing  
(not more than 30 days after the filing of these Articles of Amendment)

Dated 11/12/97, 1997

Peter Pots & Warwick Greenhouses, Inc.

By [Signature]

Its

President or Vice President

and Elizabeth B. Greene

Its

Secretary or Assistant Secretary

STATE OF  
COUNTY OF

Washington

In Richmond, on this 12 day of November, 1997, personally appeared before me Oliver W. III & Elizabeth B. Greene, who being by me first duly sworn, declared that he/she is the Pres & Sec of Peter Pots & Warwick Greenhouses, Inc. and that he/she signed the foregoing document as Pres & Sec of the corporation, and that the statements therein contained are true.

Notary Public

My Commission Expires:

JOHN F. CLARKE

NOTARY PUBLIC

MY COMMISSION EXPIRES

6/24/01