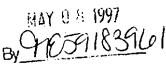
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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

Automobile Club Insurance Agency of Cranston, 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 <u>Automobile Club Insurance Agency of Cranston</u>, Inc. 2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on April 24 ____, 19<u>97__</u>, 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) See Exhibit A attached hereto. the number of shares entitled to vote thereon was 100 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") Class **Number of Shares** None

5.	5. The number of shares voted for such amendment was against such amendment was <u>None</u>	100	; and the number of shares voted
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") Number of Shares Voted		
	Class	or Number o	Against
	None		
7.	The manner, if not set forth in such amendment, in wh shares provided for in the amendment shall be effecte		
	No change		
8.	The manner in which such amendment effects a changing in dollars) of stated capital as changed by such amend	•	•
	No change		
0	9. Date when amendment is to become effective: upon	n filing	
3.	(not mo	ere than 30 days	after the filing of these Articles of Amendment)
Da	Dated May 7, 1997 Automol	1 1	surance Agency of Cranston, Inc.
	Ву 📯	Momas Pouls	Know
	lts ,	Monas Rowles	President XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX
		1/1 / A V	Therewal
	M\c	ael G. Couse	
	Its <u>V</u>		Secretary XXX XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX
	STATE OF RHODE ISLAND COUNTY OF KENT		
	In <u>Warwick</u> , on this 7th	day of	May , 19 97 , personally appeared
be	before me <u>H. Thomas Rowles</u>		_, who being by me first duly sworn, declared
	that heastne is the <u>President</u> of <u>Aut</u>		
ar	and that he signed the foregoing document as	President	of the corporation, and tha
th	the statements therein contained are true.		
		.Cau	eles. White
Notary Public My Commission Expires: June 26, 1997			

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EXHIBIT A

I. Article Fifth

Article Fifth of the Articles of Incorporation is hereby amended in its entirety to read as follows:

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

Shareholders shall have no preemptive rights.

II. Article Sixth

Article Sixth of the Articles of Incorporation is hereby amended in its entirety to read as follows:

Sixth. Provisions (if any) for the regulation of the internal affairs of the corporation:

- 1. The corporation may, from time to time, and in conformity with the provisions of the Rhode Island Business Corporation Act, distribute to its shareholders, directly or by the purchase of its own shares, a portion of its assets, in cash or property, out of the unreserved and unrestricted capital surplus of the corporation.
- 2. Except for those actions excluded by Section 7-1.1-30.3(b) of the Rhode Island Business Corporation Act, any action required or permitted to be taken at a meeting of shareholders may be taken without a meeting upon the written consent of less than all the shareholders entitled to vote thereon if the shareholders who so consent would be entitled to cast at least the minimum number of votes which would be required to take such action at a meeting at which all shareholders entitled to vote thereon were present. In the event of such written action, prompt notice of such action shall be given to all shareholders who would have been entitled to vote upon the action if such meeting were held.
- 3. No director shall have personal liability to the corporation or to its shareholders for monetary damages for breach of such director's duty as a director provided that this provision shall not eliminate or limit the liability of such director: (i) for any breach of the director's duty of loyalty to the corporation or to its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 7-1.1-43 of the Rhode Island Business Corporation Act; or (iv) for any transaction from which the director derived an improper personal benefit (unless such transaction is permitted by Section 7-1.1-37.1 of the Rhode Island Business Corporation Act).

4. The corporation may provide, either in the corporation's bylaws or by contract, for the indemnification of directors, officers, employees and agents, by whomever elected or appointed, to the full extent presently permitted by law; provided, however, that if the applicable law is hereafter modified to permit indemnification in situations where it was not theretofor permitted, then such indemnifications may be permitted to the full extent permitted by such law as amended.

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