

State of Rhode Island and Providence Plantations

May 16, 1968

WE, the undersigned officers of
The Outlet Company

a corporation duly incorporated under the laws of the State of Rhode Island,
HEREBY CERTIFY, that at a meeting of the stockholders of said corporation, duly called
for the purpose, and held in the City of Providence,
in said State, on the 15th day of May, A. D. 1968,
the following amendment(s) to the Articles of Association (or Charter) was (or were)
duly adopted by an affirmative vote of the following proportion of the stockholders of
said corporation, viz:—

94.6% of 5½% Convertible Preferred Stock
71.6% of Common Stock

which said vote amends or adds the following Article(or Articles)to read as follows,viz.—

“Article No. FIFTH: The total amount of Authorized Capital Stock
of the Corporation shall be

* * * * *

(c) One Million (1,000,000) Shares of Preferred Stock without par value. Authority is hereby vested in the Board of Directors from time to time to issue the Preferred Stock as Preferred Stock of any series and in connection with the creation of each such series to fix by resolution or resolutions providing for the issue of shares thereof the voting powers, if any, the designations, preferences and relative participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, of such series to the full extent now or hereafter permitted by the laws of the State of Rhode Island, in respect of the matters set forth in the following sub-paragraphs (i) to (viii), inclusive:

(i) The distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased or decreased (but not below the number of shares thereof then outstanding) from time to time by action of the Board of Directors;

(ii) The dividend rate of such series, any preferences to or provisions in relation to the dividends payable on any other class or classes or of any other series of stock, and any limitations, restrictions or conditions on the payment of dividends;

(iii) The price or prices at which, and the terms and conditions on which, the shares of such series may be redeemed by the Corporation;

(iv) The amount or amounts payable upon the shares of such series in the event of any liquidation, dissolution or winding up of the Corporation;

(v) Whether or not the shares of such series shall be entitled to the benefit of a sinking fund to be applied to the purchase or redemption of shares of such series and, if so entitled, the amount of such fund and the manner of its application;

(vi) Whether or not the shares of such series shall be made convertible into, or exchangeable for, shares of any other class or classes of stock of the Corporation or shares of any other series of Preferred Stock, and, if made so convertible or exchangeable, the conversion price or prices, or the rate or rates of exchange, and the adjustments thereof, if any, at which such conversion or exchange may be made, and any other terms and conditions of such conversion or exchange;

(vii) Whether or not the shares of such series shall have any voting powers and, if voting powers are so granted, the extent of such voting powers; and

(viii) Whether or not the issue of any additional shares of such series or of any future series in addition to such series shall be subject to restrictions in addition to the restrictions, if any, on the issue of additional shares imposed in the resolution or resolutions fixing the terms of any outstanding series of Preferred Stock theretofore issued pursuant to this Article FIFTH and, if subject to additional restrictions, the extent of such additional restrictions.

"Article No. FIFTH -continued

(d) Solely for the purposes of Article FIFTH (b) (6), any certificate filed with the Secretary of State of the State of Rhode Island pursuant to the provisions of Section 7-3-1 (g) of the General Corporation Law of the State of Rhode Island and setting forth a copy of the resolution or resolutions referred to in the first paragraph of Article FIFTH (c), or any similar certificate filed pursuant to any successor to said Section 7-3-1 (g), shall be deemed to be an amendment of these Articles of Association."

"Article No.

"Article No.

"Article No.

"Article No.

[CORPORATE SEAL]

ATTEST:

James Loggins

 President (or Vice President).

Madeleine C. Roberts

 Secretary (or Assistant Secretary).

State of Rhode Island,
 County of Providence }

In the City of Providence
 on this 16th day of May
 A. D. 19 68, subscribed and sworn to before me.

Stanley Hood

 Notary Public.

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BUSINESS

ORIGINAL

CERTIFICATE OF AMENDMENT OF
ARTICLES OF ASSOCIATION OR
CHARTER OF

The Outlet Company

Duly Incorporated Under the Laws of
the State of Rhode Island.

dm

MAY 17 1968 SEC-OF STATE 275 CD***\$20.00

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

MAY 17 1968 19



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

No. 39020

Providence May 17, 19 68

I Hereby Certify That The Outlet Company

has paid into the State Treasury a fee of _____

eighty Dollars for Increase in stock

in accordance with the provisions of 7-1-9, General Law

Raymond H. Fauchaldy

General Treasurer.