

Filing fee: \$10.00

**STATEMENT OF
CANCELLATION OF REACQUIRED SHARES
OF**

AMTROL INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-62 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement of cancellation by resolution of its board of directors of shares of the corporation reacquired by it, other than redeemable shares redeemed or purchased :

FIRST: The name of the corporation is . AMTROL INC.

SECOND: The number of reacquired shares of the corporation cancelled by resolution duly adopted by the ^{Executive Committee of the} board of directors of the corporation on . April 4 , 1992 , is 647,401 , itemized as follows:

<u>Class</u>	<u>Series</u>	<u>Number of Shares</u>
Common	N/A	647,401

THIRD: The aggregate number of issued shares of the corporation after giving effect to such cancellation is 494,199 , itemized as follows:

<u>Class</u>	<u>Series</u>	<u>Number of Shares</u>
Common	N/A	494,199

FOURTH: The amount of the stated capital of the corporation, after giving effect to such cancellation is \$ 49,419.90

Dated June 19, 1992

AMTROL INC.
By David Beretta
Its President
and Michael Regan
Its Secretary

STATE OF RHODE ISLAND }
COUNTY OF Kent } Sc.

At West Warwick in said county on this 19th day of June, 1992, personally appeared before me David Beretta and Michael Regan who, being by me first duly sworn, declared that they are the President and Secretary of AMTROL Inc. that he signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.

Mary H. Henderson
Notary Public
My Commission expires 6/26/93

(NOTARIAL SEAL)

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