

Filing Fee \$30.00

Corp. I.D. # _____

985

State of Rhode Island and Providence Plantations

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF**

AMTROL, 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:

FIRST: The name of the corporation is AMTROL INC.

SECOND: The shareholders of the corporation on May 25, 19 89, 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)]

VOTED: That Article SIXTH of the Articles of Incorporation of the Corporation be and the same hereby is amended by the addition thereto of the following provision :

The Board of Directors shall have the authority to make distributions to shareholders from the capital surplus of the corporation without the approval of the holders of shares of any class.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 904,817; and the number of shares entitled to vote thereon was 904,817

FOURTH: 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>
NONE	

FIFTH: The number of shares voted for such amendment was 904,817; and the number of shares voted against such amendment was -0-

SIXTH: 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")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
NONE		

SEVENTH: 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

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (if no change, so state)

No Change

Dated June 20, 19 89

AMTROL INC.

By Robert V. Williams

Its President

and Michael J. [Signature]

Its Secretary

STATE OF RHODE ISLAND

COUNTY OF KENT

} Sc.

At W. Warwick in said county on this 20th day of

June

, 19 89, personally appeared before me Albert N

D'Amico, who, being by me first duly sworn, declared that he is the President of AMTROL INC.

that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Joachim A. Weissfeld
Notary Public

(NOTARIAL SEAL)

JOACHIM A. WEISSFELD, Notary Public
State of R.I. and Providence Plantations
My Commission Expires June 30, 1991

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JUN 21 10 53 AM '83

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Rec'd & Filed JUN 21 1989