

State of Rhode Island and Providence Plantations

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

.....Yardbird, 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 ...Yardbird, Inc.....

SECOND: The shareholders of the corporation onDecember 8....., 1986, 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)]

"FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a)

(b) The total number of shares of capital stock shall be ten thousand (10,000) shares divided into two classes of which seven thousand (7,000) shares shall be common capital stock without par value and three thousand (3,000) shares shall be preferred capital stock with par value of one hundred dollars (\$100.00) each.

(c) Preferred capital stock may be issued with such powers, preferences, rights, qualifications, limitations and restrictions as may be adopted by the shareholders from time to time or by the directors when so authorized, specifically including the following:

(1) Holders of preferred stock shall be entitled to receive, when and as declared, dividends at the annual rates fixed by the Board of Directors on a parity with common stock.

(2) Upon voluntary or involuntary liquidation of the corporation, preferred capital stock shall be preferred over common stock as to its distributive share of the asset of the corporation.

(3) The corporation shall have the right, at its option and in such manner and at such times as it shall determine, to either retire the preferred capital stock, in whole or in part, at par, or to purchase the preferred stock, in whole or in part, at par, from time to time without retiring said stock upon tender of par value to the holders thereof.

(4) The corporation shall pay no ordinary dividends nor make any redemption, purchase or distribution with respect of capital until all shares of common capital stock issued to the agent for Class IV claimants of Greylawn Foods, Inc., pursuant to the Second Amended Plan of Reorganization of said corporation shall have been redeemed pursuant to the express provisions of said Plan.

(5) The corporation shall pay no ordinary dividends nor make any redemption, purchase or distribution with respect of capital in addition to the restrictions set forth in Subparagraph (4) above, until the sum of eight hundred thousand dollars (\$800,000.00) in earnings have been accumulated and retained at which time the holders of preferred stock may call upon and require the corporation to redeem or purchase without retirement, in whole or in part, the preferred stock held; the corporation, after redemption of the common capital stock held by the agent for Class IV claimants, at any time or from time to time at its option, may call for redemption or purchase of preferred stock, which, upon tender of the purchase price at the election of the corporation, shall be deemed retired or purchased.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was ten (10); and the number of shares entitled to vote thereon was ten (10).

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>
Common	Ten (10)

FIFTH: The number of shares voted for such amendment was ten (10); and the number of shares voted against such amendment was zero.

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>
Not Applicable		

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)

Common stock increased to seven thousand (7,000) shares without par value. Preferred stock created three thousand (3,000) shares with par value of one hundred dollars (\$100.00) each.

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)

Dated December 15, 1986

Yardbird, Inc.
 By William A. Goldman
 Its President
 and Donna D. Goldman
 Its Secretary

STATE OF RHODE ISLAND

COUNTY OF Providence

} Sc.

At Providence in said county on this 15th day of December, 1986, personally appeared before me Sidney I. Goldman, who, being by me first duly sworn, declared that he is the President of Yardbird, Inc.

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

Harold H. Winter
Notary Public
Robert Rubin

(NOTARIAL SEAL)

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(6) The restriction set forth in Subsection (4) above shall be automatically terminated, null and void upon payment, or tender of payment, for said common stock to the agent for Class IV claimants.

(7) The preferred capital stock shall have no voting power at any meeting on any question presented to the shareholders ~~except if for four (4) consecutive years the corporation shall~~ operate at a loss as determined by its independent auditor in connection with the corporation making its annual income tax returns to the Internal Revenue Service. If, for said period, the corporation shall have operated at a loss, holders of preferred stock shall have the right to vote on all questions at all meetings of shareholders.