

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF AMENDMENT  
TO ARTICLES OF INCORPORATION OF  
PAUL ARPIN VAN LINES, INC.

I, Secretary of State,  
hereby certify that duplicate originals of Articles of  
Amendment to the Articles of Incorporation of PAUL ARPIN VAN  
LINES, INC. duly signed and verified pursuant to the provi-  
sions of Chapter 7-1.1 of the General Laws, 1956, as amended,  
have been received in this office and are found to conform  
to law and that the foregoing is a duplicate original of  
the Articles of Amendment.

Witness my hand and the seal of  
the State of Rhode Island this  
day of January, 1983.

---

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATION

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION

- OF -

PAUL ARPIN VAN LINES, 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 PAUL ARPIN VAN LINES, INC.

SECOND: The shareholders of the corporation on December 30, 1982, 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:

"The total number of shares that may be issued by the Corporation is 4,000 of which 1,500 shares without par value shall be common stock Class A, and 2,500 shares without par value shall be common stock, Class B.

"purchase or subscribe for any unissued stock of any class or any additional shares of any class to be issued by reason of any increase of the authorized capital stock of the corporation, of any class, or bonds, certificates of indebtedness, debentures or other securities convertible into stock, or carrying any right to purchase stock which may be issued and disposed of pursuant to resolution of the Board of Directors, to such persons, firms, corporations or associations, and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 252; and the number of shares entitled to vote thereon was 252.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class are as follows:

<u>Class</u>	<u>Number of Shares</u>
--------------	-------------------------

None

FIFTH: The number of shares voted for such amendment was 252; and the number of shares votes 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:

P

7

"Each holder of common stock, Class A, whether resident or non-resident, shall be entitled to one vote in person or by proxy for each share of common stock, Class A, held by him.

"No holder of any of the shares of the capital stock of the corporation shall be entitled as of right to

<u>Class</u>	<u>For</u>	<u>Against</u>	<u>No. of Shares Voted</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:

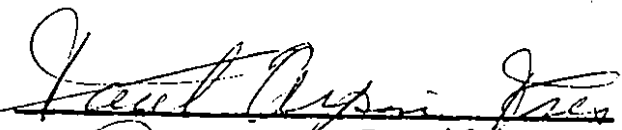
The common stock of the Corporation, without par value, will be changed into 1,008 shares common stock Class A, and 2,016 shares of common stock Class B, the terms of the exchange being at the rate of one (1) issued common share for four (4) shares of common stock, Class A without par value and for eight (8) shares common stock Class B without par value.


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:

NO CHANGE

Dated: January 19, 1983

PAUL ARPIN VAN LINES, INC.

By:   
President

  
Secretary

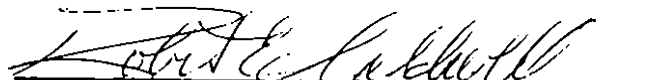
STATE OF RHODE ISLAND       )  
  ) SS.:  
COUNTY OF PROVIDENCE       )

At Providence, Rhode Island in said county on  
this 27th day of January, 1983, personally appeared before  
me Paul Arpin, who, being by me first duly sworn, declared  
that he is the President of Paul Arpin Van Lines, Inc., that  
he signed the foregoing document as President of the cor-  
poration, and that the statements therein contained are true.

  
\_\_\_\_\_  
Notary Public

STATE OF RHODE ISLAND       )  
  ) SS.:  
COUNTY OF PROVIDENCE       )

At Providence, Rhode Island in said county on  
this 27th day of January, 1983, personally appeared before  
me       David Arpin                       , who, being by me first duly sworn,  
declared that he is the Secretary of Paul Arpin Van Lines, Inc.  
that he signed the foregoing document as Secretary of the  
corporation, and that the statements therein contained are  
true.

  
Notary Public

✓  
STATE OF RHODE ISLAND AND  
PROVIDENCE PLANTATION

---

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION

OF

PAUL ARPIN VAN LINES, INC.

---

.....30.00  
-13183 4947A14...300081

**ZELBY & BURSTEIN**  
387 PARK AVENUE SOUTH  
NEW YORK, N.Y. 10016

JAN 31 1983 *ku*