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State of Rhode Island and Providence Plantations

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

M & G--U.S.A., 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
M & G INDUSTRIES, INC.

SECOND: The shareholders of the corporation on.....December 15,....., 19 90,
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)]

Effective upon the date of the filing of these
Articles of Amendment with the Office of the Secretary
of State for the State of Rhode Island, Article FIRST"
of the Articles of Incorporation of M & G--U.S.A., Inc.
is hereby amended as follows:

"FIRST: The name of the corporation is
M & G INDUSTRIES, INC."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 12,000; and the number of shares entitled to vote thereon was 11,100

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 no par value	11,100

FIFTH: The number of shares voted for such amendment was 11,100; 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>
Common no par value	11,100	0

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 December 31, 19 90

M. & G--U.S.A., Inc.
By Mark G. Russell Pres.
and Bruce W. Jones Secretary
Its President
Its Secretary

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

} Sc.

At PROVIDENCE in said county on this 31st day of
December, 1990, personally appeared before me Martin G. Rosenthal and Bruce A. Wolpert, who, being by me first duly sworn, declared that they are President and Secretary, respectively of M & G--U.S.A., Inc.

each that ~~he~~ signed the foregoing document as such officer of the corporation, and that the statements therein contained are true.

Theresa M. Benson
Notary Public

(NOTARIAL SEAL)

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Rec'd & Filed JAN 10 1991

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