

Filing Fee \$30.00

State of Rhode Island and Providence Plantations

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

Gilbane Building Company

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 Gilbane Building Company

SECOND: The shareholders of the corporation on December 1, _____, 1983, 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)]

Article no. 5, as amended by the Amendment of the Articles of Association of the Corporation dated May 27, 1943 be amended to read as follows: The total number of shares of authorized capital stock of the corporation shall consist of 1,500 shares of Class A no par common stock and 28,500 shares of Class B no par common stock with each class having equal rights except that the holders of the Class A no par common stock shall have one vote per share and the holders of the Class B no par common stock shall have no voting rights.

Article no. 7 relating to the right of the corporation first to purchase shares of its stock in the event of a proposed sale shall be deleted.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 1,500; and the number of shares entitled to vote thereon was 1,500

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>
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NONE

FIFTH: The number of shares voted for such amendment was 1,500; and the number of shares voted against such amendment was none

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)

1 share of Class A no par voting common and 19 shares of Class B no par non-voting common to be exchanged for each share of \$100. par common stock.

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)

Replaces \$100. par common stock with a non-par common stock.

Dated August 28, 1984

Gilbane Building Company

By Paul J. Augenthaler (pjg)
Its President
and Robert V. Silbey (rvg)
Its Secretary

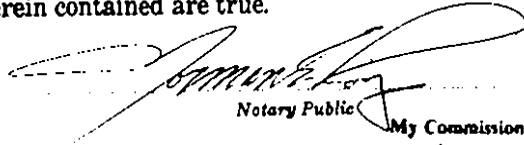
STATE OF RHODE ISLAND

COUNTY OF Providence

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At Providence in said county on this 28th day of August, 1984, personally appeared before me Paul J. Choquette, who, being by me first duly sworn, declared that he is the president of Gilbane Building Company

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


Notary Public

My Commission Expires
June 30, 1986

(NOTARIAL SEAL)

State of Rhode Island

County of Providence

At Providence in said county on this 28th day of August, 1984, personally appeared before me Robert V. Gilbane, who, being by me first duly sworn, declared that he is the secretary of Gilbane Building Company, that he signed the foregoing document as secretary of the corporation, and that the statements therein contained are true.


Notary Public

My Commission Expires
June 30, 1986

(NOTARIAL SEAL)

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