



5. The number of shares voted for such amendment was 100 ; and the number of shares voted against such amendment was 0
6. 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.")

Class	Number of Shares Voted	
	For	Against
<u>none</u>	<u>none</u>	<u>none</u>
_____	_____	_____
_____	_____	_____

7. 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

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

8. The manner in which such amendment effects a change in the amount of stated capital, and the amount (expressed in dollars) of stated capital as changed by such amendment, are as follows: (If no change, so state)

no change

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

9. As required by Section 7-1.1-57 of the General Laws, the corporation has paid all fees and franchise taxes.

10. Date when amendment is to become effective upon filing  
(not prior to, nor more than 30 days after, the filing of these articles of amendment)

Date: January 30, 2004

1398, Inc.

Print Corporate Name  
 By [Signature]  
 President or  Vice President (check one)

**AND**

By same as above  
 Secretary or  Assistant Secretary (check one)

STATE OF Rhode Island  
 COUNTY OF Providence

In Providence, on this 30<sup>th</sup> day of January 30, 2004 personally appeared before me Daniel S. Davey who, being by me first duly sworn, declared that he/she is the President of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

[Signature]  
 Notary Public  
 My Commission Expires: 5/17/05