

Filing fee: \$20.00

State of Rhode Island and Providence Plantations

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

J. L. MARSHALL & SONS, 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 J. L. MARSHALL & SONS, INC.

SECOND: The shareholders of the corporation on July 30, 1984, 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. Seventh

In the event that any stockholder shall desire to sell or transfer the whole or any portion of his stock of this corporation, such stockholder shall communicate that fact in writing to the corporation, which shall within twenty (20) days of the receipt of said communication notify said stockholder whether it elects to purchase said stock, the corporation to have the right to nominate or designate the person or corporation to acquire title to said stock. In the event the corporation elects to purchase said stock but the purchase price cannot be agreed upon within twenty (20) days of the notification by the corporation of its election to purchase, each of the parties shall select a disinterested and impartial person to act as an arbitrator, and the two so chosen shall select a third, and the three so chosen shall determine the price to be paid. The decision of a majority of the arbitrators shall be final and binding upon the parties. In the event that one party fails to select an arbitrator, the arbitrator chosen by the other party shall proceed alone to determine the price to be paid, and his decision shall be final and binding upon the parties.

Full payment for said stock shall be made within twenty (20) days of the agreement as to the purchase price, or, in the event of arbitration, within twenty (20) days of the decision of the arbitrators or arbitrator in the event aforesaid. If the corporation shall not elect to purchase said stock, or shall not pay for the same as hereinbefore provided, the stockholder shall be free to sell the said stock at any time within six months after the date of the original communication, but not otherwise or thereafter without again complying with the provisions hereof.

The term stockholder as used herein shall be deemed to include the stockholder and his heirs, administrators, executors and assigns.

A sale by virtue of a pledge or other encumbrance is intended to be included in the prohibition of this provision."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 250; and the number of shares entitled to vote thereon was 250.

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>
<u>NONE</u>	<u>NONE</u>

FIFTH: The number of shares voted for such amendment was 250; 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>
<u>NONE</u>	<u>NONE</u>	<u>NONE</u>

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)

N O N E

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)

N O N E

Dated July 30, 1984

J. L. MARSHALL & SONS, INC.

By J. L. Marshall

Its President

and

Walter C. Marshall
Its Secretary

STATE OF RHODE ISLAND

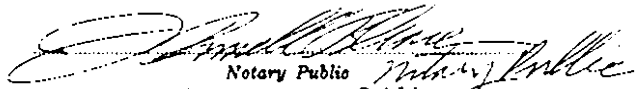
COUNTY OF PROVIDENCE

} Sc.

At Pawtucket in said county on this 30th day of
July, 1984, personally appeared before me Leo V. Marshall and
Anthony E. Musgrave, who, being by me first duly sworn, declared that ~~he~~ ^{they are} the President
Secretary of J. L. MARSHALL & SONS, INC.

^{they}
that ~~he~~ signed the foregoing document as President and Secretary of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)


Notary Public
J. Russell Blease, Notary Public
My Commission expires on June 30, 1986.

CPOP 30.00
CHECK 30.00
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08/02/84 PAID

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AUG 1 1984 *Law*