

Filing Fee \$30.00

State of Rhode Island and Providence Plantations

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

UNITED RESTAURANT EQUIPMENT CO.

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 United Restaurant Equipment Co.

SECOND: The shareholders of the corporation on December 15, 1986, 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 FIFTH of the Articles of Incorporation of the Corporation, as heretofore amended, hereby is amended in its entirety to read as follows:

The total number of shares of capital stock authorized without par value shall be Six Thousand (6,000) shares of which Three Thousand (3,000) shall be designated Voting Common Stock and Three Thousand (3,000) shall be designated Non-Voting Common Stock. The relative rights, privileges, and limitations of the Voting Common Stock and Non-Voting Common Stock shall be identical in all respects, except that and to the extent not otherwise required by law, the voting power for the election of the Board of Directors and for all other purposes shall be vested exclusively in the holders of the Voting Common Stock.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 4804; and the number of shares entitled to vote thereon was 4804

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	1200
Preferred	3600

FIFTH: The number of shares voted for such amendment was 4804; 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	1200	0
Preferred	3600	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)

The 3600 issued and outstanding shares of preferred stock will be exchanged for 120 shares of non-voting common stock in the proportion of .0333 shares of non-voting common for each share of preferred stock. The 1200 issued and outstanding shares of common stock will not be exchanged and will be deemed to be 1200 shares of voting 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)

Prior to the amendment, the stated capital of the Corporation was \$360,520.00, allocated \$360,400.00 to preferred stock and \$120.00 to common stock. After the amendment, the stated capital of the Corporation shall be the same, all allocated to the common stock.

Dated December 24, 19 86

United Restaurant Equipment Co.

By Robert J. Holman

Its President

and Samuel B. Goldberg

Its Secretary

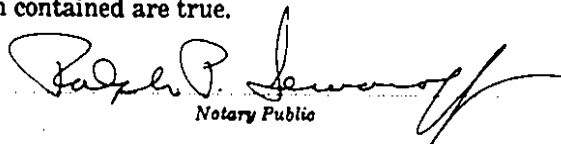
STATE OF RHODE ISLAND

COUNTY OF Providence

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At Providence in said county on this 24 day of
December, 19 86, personally appeared before me Robert Halpern
, who, being by me first duly sworn, declared that he is the President
of United Restaurant Equipment Co.

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


Notary Public

(NOTARIAL SEAL)

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