

Filing Fee \$30.00

State of Rhode Island and Providence Plantations

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

NEW ENGLAND PRINTED TAPE 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 NEW ENGLAND PRINTED TAPE CO.

SECOND: The shareholders of the corporation on _____, 19____, 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)]

(See Attached)

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 10 ; and the number of shares entitled to vote thereon was 10

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>
NONE	

FIFTH: The number of shares voted for such amendment was 10 ; 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>
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)

NO

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)

Dated March 31, 1977

NEW ENGLAND PRINTED TAPE CO.
By [Signature]
Its President
and [Signature]
Its Secretary

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

} Sc.

At Providence in said county on this 31st day of March, 19 77, personally appeared before me PETER FARAGO, who, being by me first duly sworn, declared that he is the President of NEW ENGLAND PRINTED TAPE CO.

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

Bernard Block
Notary Public

(NOTARIAL SEAL)

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RESOLVED That Article FIFTH of Articles of Association of the Corporation be amended in its entirety to read as follows:

FIFTH: The total amount of authorized capital stock of said corporation, with par value, shall be One Million Two Hundred Fifty Thousand (\$1,250,000) Dollars as follows: viz. Class A Common Stock in the amount of One Million Two Hundred Fifty Thousand (\$1,250,000) Dollars to be divided into One Thousand (1,000) shares of the par value of One Thousand Two Hundred Fifty (\$1,250) Dollars each.

The total number of shares of capital stock authorized, without par value, shall be Five Thousand (5,000) shares as follows: viz. Five Thousand (5,000) shares of Class B Common Stock without par value.

DESCRIPTION OF CLASSES OF STOCK

I. Dividends

The holders of the Class A Common Stock and the Class B Common Stock shall be entitled to receive, when and as declared, but only out of funds legally available for the payment of dividends, such dividends as may be declared with respect to each particular class of stock.

II. Voting Rights

Except as otherwise required by law, the Class A Common Stock shall be the sole voting stock of the Corporation. Each share of such stock shall entitle the owner thereof to one (1) vote at all meetings of the stockholders.

III. Liquidation

In the event of any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, the holders of the Class A Common Stock and the Class B Common Stock shall be entitled to receive assets of the Corporation an amount, computed without interest, equal to the sum of any dividends on such shares which have been declared but remain unpaid as of the date of such liquidation, dissolution, or winding up of the Corporation. After the holders of such stock have been paid in full the amounts to which they shall be entitled or an amount sufficient to pay the aggregate amount to which the holders of such stock shall be entitled shall have been deposited with a bank or trust company, in accordance with the provisions of Section IV of this Article FIFTH, as a fund for the benefit of the holders of such stock, the remaining net assets of the Corporation shall be distributed pro rata on a share by share basis to the holders of the Class A Common Stock and the Class B Common Stock.

iv. Redemption

A. In the event that any holder of the Class A Common Stock intends to sell or otherwise dispose of all or a portion of his holdings of such stock, other than by gift or a transfer to the heirs or legatees of such holder, such holder shall give written notice of such intent to the Corporation at least ninety (90) days prior to entering into negotiations for the sale or other disposition of such stock, which notice shall be addressed to the President of the Corporation and delivered at the offices of the Corporation and shall include the number of shares such holder intends to sell or otherwise dispose of, the person or persons with whom it is anticipated such negotiations will be conducted, and the anticipated terms and conditions of such sale or other disposition. During the ninety (90) day period following receipt of such notice, the Corporation, in its sole discretion, shall have the right to redeem in the aggregate not less than the total number of shares covered by such notice for the price of One Thousand Two Hundred Fifty (\$1,250) Dollars per share. If the Corporation has not exercised its right to redeem the shares covered by such notice within such ninety (90) day period, the holder of the shares may enter into negotiations for the sale or other disposition of the shares covered by such notice and may enter into any agreements related to or necessary for the transfer of such shares on terms and conditions which are not more favorable to the holder than the terms and conditions contained in such notice. In the event that a holder fails to comply with the requirements for written notice provided herein, the Corporation in its sole discretion shall have the right to redeem not less than all of the shares sold or otherwise disposed of by the holder at the price of One Thousand Two Hundred Fifty (\$1,250) Dollars per share, which right shall commence on the date new stock certificates are presented for transfer on the Corporation's books and shall continue for the ninety (90) day period following such date.

B. All capital stock redeemed by the Corporation shall be cancelled and not reissued.

C. Notice of every redemption provided for herein shall be mailed at least fifteen (15) days prior to the date fixed for such redemption to the holders of record of the shares so to be redeemed at their respective addresses as the same shall appear on the books of the Corporation; but no failure to mail such notice nor any defect therein or in the mailing thereof shall affect the validity of the procedure for the redemption of any shares so to be redeemed. If such notice of redemption shall have been duly given by the Corporation, and if, on or before the redemption date specified therein, either (i) all the funds necessary for such redemption shall have been set aside by the Corporation, separate and apart from its other funds, in trust for the pro rata benefit of the holders of the shares so called for redemption, so as to be and continue to be available therefor, or (ii) the funds necessary for such redemption shall have been deposited by the Corporation with a bank or trust company designated in such notice, and the Corporation shall have given such bank or trust company irrevocable authorization

to pay such funds to the holders of the shares so called for redemption as the redemption price thereof. On surrender of the certificates therefor, then, notwithstanding that any certificate for shares so called for redemption shall not have been surrendered for cancellation, all shares so called for redemption shall no longer be deemed outstanding on and after such redemption date, and all rights with respect to such shares shall forthwith, on such redemption date, cease and terminate, except only the right of the holders thereof to receive the amount payable on redemption thereof, without interest. Any interest on funds deposited by the Corporation shall be paid to the Corporation from time to time.

E. Any funds so set aside or deposited by the Corporation and unclaimed at the end of six (6) years from such redemption date shall be released or repaid to the Corporation, after which the holders of the shares so called for redemption shall look only to the Corporation for payment thereof.