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**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State Matthew A. Brown  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

**BUSINESS CORPORATION**

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

(To Be Filed In Duplicate Original)

**FILED**

MAY 26 2005

By AMF  
67099

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:

1. The name of the corporation is Chestwick, Lloyd & Willis, Incorporated
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on May 26, 2005, 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)]**

*(If additional space is required, please list on separate attachment)*

**Article 4 of the Articles of Incorporation of the corporation is amended to provide for the reclassification of the common capital stock of the corporation into two classes of common stock and shall read as follows:**

**"4. The total number of shares of capital stock authorized, without par value, shall be four thousand (4,000) shares, of which one thousand (1,000) shares shall be designated Class A common stock and three thousand (3,000) shares shall be designated Class B common stock. The relative rights, privileges, and limitations of the Class A common stock and the Class B common stock shall be identical in all respects, except that the voting power for the election of directors and for all the other purposes shall be vested exclusively in the holders of the Class A common stock and, except as otherwise required by law, the holders of the Class B common stock shall not have any voting power or be entitled to receive any notice of meetings of shareholders."**

3. The number of shares of the corporation outstanding at the time of such adoption was 0; and the number of shares entitled to vote thereon was 0.
4. 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>Common</u>	<u>0</u>

5. The number of shares voted for such amendment was 0 ; 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
None		

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: May 26, 2005

CHESTWICK, LLOYD & WILLIS, INCORPORATED

Print Corporate Name

By *Esther E. Stone*  
 President or  Vice President (check one)  
Incorporator

**AND**

By \_\_\_\_\_  
 Secretary or  Assistant Secretary (check one)

STATE OF Rhode Island  
COUNTY OF Providence

In Providence , on this 26th day of May , 2005 personally appeared before me Esther E. Stone who, being by me first duly sworn, declared that he/she is the Incorporator 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.  
Incorporator

*Colleen M. Vandal*  
Notary Public Colleen M. Vandal  
My Commission Expires: September 10, 2007