

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

119660 024

ARTICLES OF AMENDMENT (General Laws, Chapter 156B, Section 72)

Number

CC

Name
Approved

We, James M. Freeman, * President /

and John J. Garvey, Assistant Clerk, * Clerk /

of Cantella Insurance Agency, Inc.

(Exact name of corporation)

located at: One Court Street, Boston, MA 02108
(Street address of corporation in Massachusetts)

certify that these Articles of Amendment affecting articles numbered:

III

(Number those articles 1, 2, 3, 4, 5, and/or 6 being amended)

by unanimous written consent

of the Articles of Organization were duly adopted on 10/27, 19 83, by vote of:

1,000 shares of Common Stock of 1,000 shares outstanding.
(type, class & series, if any)

 shares of of shares outstanding, and
(type, class & series, if any)

 shares of of shares outstanding.
(type, class & series, if any)

*being at least a majority of each type, class or series outstanding and entitled to vote thereon:/ or **

VOTED: That Article III of the Articles of Organization of the Corporation be and is hereby amended to change the number of authorized shares of common stock from 200,000 to 25,000.

FILED

*Delete the inapplicable words.

**Delete the inapplicable clause.

¹For amendments adopted pursuant to Chapter 156B, Section 70.

²For amendments adopted pursuant to Chapter 156B, Section 71.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

MAR 26 2003

By FW

315813

P.C.

RECEIVED
SECRETARY OF STATE
CORPORATION DIV.

MAR 5 1 35 PM '03

C ☐
P ☐
M ☐
R.A. ☐

To change the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

The total presently authorized is:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:	200,000	Common:		
Preferred:		Preferred:		

Change the total authorized to:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:	25,000	Common:		
Preferred:		Preferred:		

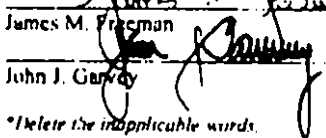
The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 156B, Section 6 unless these articles specify, in accordance with the vote adopting the amendment, a *later* effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

Later effective date: _____

SIGNED UNDER THE PENALTIES OF PERJURY, this 25 day of May, 1999.


James M. Freeman

President


John J. Garvey

Asst. Clerk

*Delete the inapplicable words.

Cantella Insurance Agency, Inc.

Unanimous Written Consent in Lieu of
Special Meeting of the Sole Stockholder

September 1, 1998

The undersigned, being the holder of all of the issued and outstanding shares of the stock of Cantella Insurance Agency, Inc., a Massachusetts corporation (the "Corporation"), does hereby unanimously consent to and adopt the following votes which shall be treated for all purposes as votes adopted at a duly constituted Special Meeting of Stockholders of the Corporation in accordance with the laws of The Commonwealth of Massachusetts and the Bylaws of the Corporation:

VOTED: That Article III of the Articles of Organization of the Corporation be and is hereby amended to reduce the number of authorized shares from 200,000 to 25,000.

VOTED: That the proper officers of the corporation be and each of them acting singly hereby is authorized for and on behalf of the corporation to prepare and file with the Secretary of the Commonwealth of Massachusetts Articles of Amendment to the Articles of Organization of the Corporation to reflect such change of name, to pay the filing fee thereon, and to take such other action in connection therewith as such officers, or any of them, shall deem necessary or desirable

This Unanimous Written Consent shall be filed with the minutes of the meetings of the stockholders.

IN WITNESS WHEREOF, the undersigned stockholder of the Corporation has executed this Unanimous Written Consent as of the date set forth above.

CANTELLA MANAGEMENT CORP.

BY: Vincent M. Cantella
Vincent M. Cantella, Chairman

THE COMMONWEALTH OF MASSACHUSETTS

661077

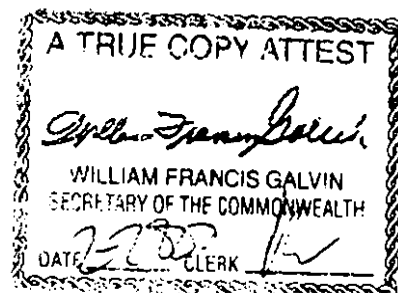
ARTICLES OF AMENDMENT
(General Laws, Chapter 156B, Section 72)

I hereby approve the within Articles of Amendment, and the filing fee is the amount of \$ 100 having been paid, said article is deemed to have been filed with me this 26th day of May, 19 99.

Effective date: _____

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth



TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Dennis R. Surprenant
Cantella Insurance Agency
One Court Street
Boston, MA 02108

(617) 742-7280

(617) 742-5523 (la)

CT CORPORATION

February 28, 2003

Jenny Devlin
Cantella Insurance Agency, Inc.
2 Oliver Street
Boston MA 02110

Re: Order #: 5759370 WO
Customer Reference 1: Cantella & Co., Inc.
Customer Reference 2: Cantella & Co., Inc.

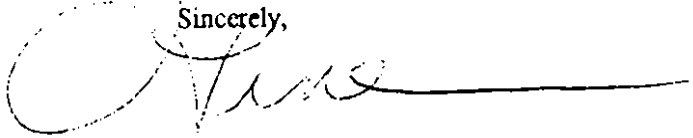
Dear Jenny Devlin:

Per your instructions, enclosed are the following document(s) as issued by the referenced jurisdiction(s):

Cantella Insurance Agency, Inc. (MA)
Obtain Document - Misc - Special Document - Articles of Amendment - 5/26/1999
Massachusetts

If you have any questions concerning this order, please contact me. Thank you for this opportunity to be of service.

Sincerely,



Tina-Marie DePaulis
Customer Specialist
Tina_DePaulis@cch-lis.com

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335
(401) 222-3040

Date 2-6-03

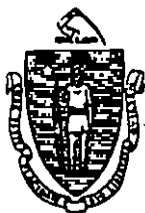
BUSINESS CORPORATION
ANNUAL REPORT RETURN

Dear Sir or Madam:

Thank you for filing your Annual Report. Unfortunately, we are unable to process the report without the following information:

- ☐ The information must be provided on the enclosed original form.
- ☐ The filing fee of \$50.00 was not included. Checks are to be made payable to "Secretary of State".
- ☐ The street address of the principal business office (Section 3) must be provided.
- ☐ The business phone number (Section 4) must be provided.
- ☐ The state of incorporation (Section 5) must be provided.
- ☐ The SIC Code (Section 6) must be provided. SIC Codes are listed on the back of the annual report form.
- ☐ A brief description of the character of business conducted in Rhode Island (Section 7) must be provided.
- ☐ The names and addresses of the officers of the corporation (Section 8) and the names and addresses of the directors (Section 9) must be provided on the form. Additional officers and directors may be listed on a separate attachment, however, Sections 8 and 9 must be completed.
- ☐ The number, class, series and par value of the authorized shares (Section 10) must be provided.
- ☒ The number, class, series and par value of the issued shares (Section 11) must be provided. If no shares are issued it must be indicated by writing "0" or "none".
- ☐ The report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee.
- ☐ The title of the officer signing must be provided.
- ☐ The report must be dated.
- ☐ Other: _____

Enclosed is your original paperwork. Please make the appropriate corrections/additions to the Annual Report, as indicated, and return the check and report to this office at the above address.



The Commonwealth of Massachusetts
William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512
Telephone: (617) 727-9640

FEE: \$85.00

NOTE: PLEASE TYPE OR PRINT CLEARLY! INSTRUCTIONS ON OTHER SIDE.

MASSACHUSETTS CORPORATION ANNUAL REPORT

Federal Identification No. 04-3211861

1. The exact name of the corporation is: CANTELLA INSURANCE AGENCY INC

2. Location of its principal office in Massachusetts: 2 OLIVER ST
(number and street)

BOSTON MA 02109
(city or town) (state) (zip)

NOTE: If corporation is organized wholly to do business outside Massachusetts, state location of that office also:

(number & street) (city or town) (state) (zip)

3. Name and address of the Resident Agent, if any: _____
(name)

(number & street) (city or town) (day) (zip)

4. Date of the end of the last fiscal year was: 12 31 99
(month) (day) (year)

5. Check here if the corporation stock is publicly traded: ☐

6. The capital stock of each class as of the end of its last fiscal year was:

CLASS OF STOCK	PAR VALUE PER SHARE STATE IF NO PAR	TOTAL AUTHORIZED BY ARTICLES OF ORGANIZATION OR AMENDMENTS		TOTAL ISSUED AND OUTSTANDING
		Number of Shares	Total Par Value	Number of Shares
COMMON:	<u>NO PAR</u>	<u>25,000</u>	<u>NONE</u>	<u>1000</u>
PREFERRED:				

7. State the names and addresses of the officers specified below and of all the directors of the corporation, and the date on which the term of office of each expires:

OFFICERS	NAME	ADDRESS Number, Street, City or Town, State, Zip Code	EXPIRATION OF TERM
PRESIDENT	<u>JAMES M FREEMAN</u>	<u>109 PROSPECT ST NEWBURYPORT MA 01950</u>	<u>UNTIL</u> <u>SUCCESSOR</u> <u>IS DULY</u> <u>ELECTED</u> <u>AND</u> <u>QUALIFIED</u>
TREASURER	<u>JOHN J GARVEY</u>	<u>18 PARKWAY RD MEDFORD MA 02155</u>	
CLERK	<u>JEFFREY P SOMERS</u>	<u>98 SOUTH ST NEEDHAM MA 02192</u>	
DIRECTORS	<u>VINCENT M CANTELLA</u>	<u>635 LEWIS WHARF BOSTON MA 02110</u>	

I, the undersigned JAMES M FREEMAN, being the PRESIDENT of the above-named corporation, in compliance with the General Laws, Chapter 156B, hereby certify that the above information is true and correct as of the dates shown. IN WITNESS WHEREOF AND UNDER PENALTIES OF PERJURY, I hereto sign my name on this 7th day of MARCH, 2000

Signature: [Signature] Title: PRESIDENT

Contact Person: JOHN J GARVEY Contact Person Telephone #: 617-521-8630