

Filing Fee \$50.00



Corp. I.D. # 13696

State of Rhode Island and Providence Plantations

Office of The Secretary of State
100 North Main Street
Providence, Rhode Island
02903-1335

PLEASE TAKE NOTICE that the corporation must be in good standing prior to filing

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

The Utter Company

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 The Utter Company

SECOND: The shareholders of the corporation on as of December 1, 1996, 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)]

"FOURTH: Effective December 31, 1996, the total amount of authorized capital stock shall be 8,000 shares of stock, \$1.00 par value per share, as follows: non-voting common stock in the amount of \$1.00 par value per share for a total of 2,000 shares and voting common stock in the amount of \$1.00 par value per share for a total of 6,000 shares. The rights of holders of voting and non-voting common stock shall be the same except that the non-voting common stock shall have no voting rights except as required by law."

FILED

DEC 5 0 1996

By [Signature]
1773210

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 7,172; and the number of shares entitled to vote thereon was 7,172.

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>
Class A Common Stock	56
Class B Common Stock	396
Preferred Stock	6,720

FIFTH: The number of shares voted for such amendment was 7,172; 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>
Class A Common Stock	56	0
Class B Common Stock	396	0
Preferred Stock	6,720	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)

All of the Class A Common Stock and Preferred Stock outstanding on December 31, 1996 is to be surrendered in exchange for Voting Common Stock on a one for one basis. All of the Class B Common Stock outstanding on December 31, 1996 is to be surrendered in exchange for Non-voting Common Stock on a one for one basis.

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)

The current total stated capital of \$40,104 as a result of the Amendment will be reduced and will be as follows:

	<u>ISSUED</u>	<u>AUTHORIZED</u>	<u>PAR VALUE</u>
Voting Common Stock	456	6,000	\$1.00
Non-voting Common Stock	48	2,000	\$1.00
Total stated Capital	\$504.00		

Dated December 24, 1996

The Utter Company

By William E. Sherman
Its President or Vice President
and Robert D. Utter
Its Secretary or Assistant Secretary

STATE OF RHODE ISLAND

COUNTY OF Washington

} Sc.

At Westerly in said County on this 24th day
of December, 1996, personally appeared before
me William E. Sherman

 , who being by me first duly sworn, declared that he/~~she~~ is the Vice
President of The Utter Company

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

(NOTARIAL SEAL)

Karen G. DelPonte

Notary Public

KAREN G. DELPONTE, Notary Public
State of Rhode Island and Providence Plantations
My Commission Expires 7/3/97