

Filing Fee \$50.00

ID Number: 1091



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
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)
OF**

DeWAL INDUSTRIES, INC.

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 DeWAL INDUSTRIES, INC.
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on June 26, 2002, 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)

See Rider 1 attached hereto and made a part hereof.

3. The number of shares of the corporation outstanding at the time of such adoption was 60,600; and the number of shares entitled to vote thereon was 600.
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.")

Class	Number of Shares
None	

FILED
JUN 28 2002
By Amif
286185

5. The number of shares voted for such amendment was 600; 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
<u>None</u>		

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)

That upon the effective date and time of the filing of these Articles of Amendment (the "Effective Time") each share of Class A Common Stock, no par value, owned by the record and beneficial owner thereof immediately prior to the Effective Time shall automatically and without any action on the part of such owner be cancelled, and each share shall be replaced by one share of Class A Common Stock, \$.10 par value, to be issued to each holder of Class A Common Stock at the time of cancellation.

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 immediately upon the filing of these amendments
(not prior to, nor more than 30 days after, the filing of these articles of amendment)

Date: 6-26, 2002

DeWAL INDUSTRIES, INC.
Print Corporate Name

By David J. DiClemente
 President or Vice President (check one)
David J. DiClemente

AND

By Eric B. Walsh
 Secretary or Assistant Secretary (check one)
Eric B. Walsh

STATE OF RHODE ISLAND
COUNTY OF Washington

In North Kingstown, on this 26th day of June, 2002 personally appeared before me David J. DiClemente and Eric B. Walsh who, being by me first duly sworn, declared that they are respectively, vice president and secretary of the corporation and that they signed the foregoing document as such officers of the corporation, and that the statements herein contained are true.

Notary Public John J. Kulski Jr.
My Commission Expires: 6-18-05

Rider 1

DeWAL INDUSTRIES, INC.

(1) To revoke ARTICLE THIRD of the Articles of Incorporation in its entirety and to substitute in its place and stead the following new ARTICLE THIRD:

"THIRD. The purpose or purposes for which the corporation is organized are to manufacture and distribute Teflon and allied products, to buy and sell real estate, and for any other lawful purpose or purposes for which a corporation may be formed under Rhode Island General Laws, as amended, Title 7, Chapter 1.1."

(2) To revoke ARTICLE FOURTH of the Articles of Incorporation in its entirety and to substitute in its place and stead the following new ARTICLE FOURTH:

"FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is Sixty Thousand, Six Hundred (60,600) shares of common stock, of which Six Hundred (600) shares shall be designated Class A Common Stock, \$.10 par value, (the "Class A Common Stock") and Sixty Thousand (60,000) shares shall be designated as Class B Common Stock, \$.10 par value (the "Class B Common Stock").

The designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations, or restrictions thereof, of the shares of Class A Common Stock and Class B Common Stock, shall be as follows:

Except as otherwise required by law, the voting power for the election of officers and for all other purposes shall be vested exclusively in the holders of shares of Class A Common Stock, the holders of shares of Class B Common Stock shall not have any voting power or be entitled to receive any notice of meetings of stockholders. In all other respects, the designations, powers, preferences and rights, and qualification, limitations and restrictions thereof, of the shares of Class A Common Stock and Class B Common Stock shall be identical, share for share."

(3) To revoke ARTICLE FIFTH of the Articles of Incorporation in its entirety and to substitute in its place and stead the following new ARTICLE FIFTH:

"FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

The preemptive rights set forth in Rhode Island General Laws, (1956) as amended, Section 7-1.1-24 are denied to the Stockholders."

(4) To revoke ARTICLE SIXTH of the Articles of Incorporation in its entirety and to substitute in its place and stead the following new ARTICLE SIXTH:

"SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

"(a) Action by the stockholders pursuant to Rhode Island General Laws, (1956), as amended, Section 7-1.1-30.3(b) is hereby authorized.

(b) No director or stockholder undertaking to exercise the responsibilities of a director shall have personal liability to the corporation or to its stockholders for monetary damages for breach of such director's or stockholder's duty as a director or, in the case of a stockholder, duty as a person undertaking to exercise the responsibilities of a director; provided that this provision shall not eliminate or limit the liability of such director or stockholder for: (i) any breach of such director's or stockholder's duty of loyalty to the corporation or its stockholders; (ii) acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law; (iii) liability imposed pursuant to the provisions of Rhode Island General Laws §7-1.1-43; or (iv) any transaction from which such director or stockholder derived an improper personal benefit (unless said transaction is permitted by Rhode Island General Laws §7-1.1-37.1)."