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State of Rhode Island and Providence Plantations

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

NECO POWER 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:

FIRST: The name of the corporation is NECO POWER, INC.

SECOND: The shareholders of the corporation on July 12, 1989, 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)]

That Article FIRST of the Articles of Incorporation be and it hereby is amended to read as follows:

"FIRST: The Name of the corporation is NEWPORT ELECTRIC POWER CORPORATION."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 1; and the number of shares entitled to vote thereon was 1.

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 1; 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 CHANGE

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)

NO CHANGE

Dated JULY 13, 1989

Dated: July 19, 1989

NECO POWER INC.
By Elliott G. Whitney
Elliott G. Whitney
Its President
and Eugene Rankin, Jr.
Eugene Rankin, Jr.
Its Secretary

STATE OF RHODE ISLAND

COUNTY OF NEWPORT

} SC.

At Middletown in said county on this 13th day of July, 19 89, personally appeared before me Elliott G. Whitney, who, being by me first duly sworn, declared that he is the President of NECO Power, Inc.

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

Elliott G. Whitney
Notary Public

(NOTARIAL SEAL)

STATE OF RHODE ISLAND)

) SC.

COUNTY OF NEWPORT,)

At Middletown in said county on this 19th day of July, 1989 personally appeared before me L. Eugene Rankin, Jr., who, being by me first duly sworn, declared that he is the Secretary of NECO Power Inc., that he signed the foregoing document as Secretary of the corporation, and that the statements therein contained are true.

L. Eugene Rankin, Jr.
Notary Public

(NOTARIAL SEAL)

Rec'd & Filed

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SECRETARY OF STATE
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