

Filing Fee \$30.00

State of Rhode Island and Providence Plantations

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

RUMFORD AQUARIUM, 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 RUMFORD AQUARIUM, INC.

SECOND: The shareholders of the corporation on June 27, 1984, 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)]

Article Fifth of the Articles of Association of the Corporation is hereby amended to read as follows:

The total number of shares of capital stock authorized, without par value, shall be Eight Thousand (8000) shares as follows, viz: Eight Thousand (8000) shares of Common Stock, One Dollar (\$1.00) par value; and no (0) shares of Preferred Stock, without par value.

The total number of shares of Capital Stock authorized shall be divided into two (2) classes as follows:

1. Class A Common - Two Hundred (200) shares of the capital stock authorized shall be designated as Class A Common. Said shares shall have One Dollar (\$1.00) par value, and shall have voting rights.
2. Class B Common - Seven Thousand Eight Hundred (7800) shares of the capital stock authorized shall be designated as Class B Common. Said shares shall have One Dollar (\$1.00) par value and shall not have voting rights, but shall share with the Class A Common all other preferences, limitations and rights.

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

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 eleven; and the number of shares voted against such amendment was none.

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)

The shares currently authorized but unissued shall be cancelled as of the date of the filing of these Articles of Amendment.

The shares currently issued and outstanding shall be cancelled and exchanged by the shareholders for Class A Common stock as of the date of filing of these Articles of Amendment.

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 stated capital of the Corporation shall decrease from \$19,596.00 to \$8000.

Dated 6/27, 1984

RUMFORD AQUARIUM, INC.

By George H. Baker
Its President
and Margaret M. Baker
Its Secretary

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

} Sc.

At Providence in said county on this 27th day of June, 1984, personally appeared before me George K. Baker, who, being by me first duly sworn, declared that he is the President of RUMFORD AQUARIUM, INC.

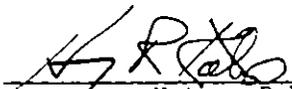
that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.


Notary Public
My Commission Expires June 30, 1986

(NOTARIAL SEAL)

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

At Providence in said county on this 27th day of June, 1984, personally appeared before me Marjorie M. Baker, who, being by me first duly sworn, declared that she is the Secretary of RUMFORD AQUARIUM, Inc., that she signed the foregoing document as Secretary of the corporation, and that the statements therein contained are true.


Notary Public
My Commission Expires June 30, 1986

(NOTARIAL SEAL)

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