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ID Number: 16663



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

FILED

BUSINESS CORPORATION JUL 18 2006

By [Signature] 10071800

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

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Pursuant to the provisions of Section 7-1.2-905 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

- 1. The name of the corporation is WARREN E. NICHOLS INSURANCE AGENCY, INC.
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on 7/18/06, in the manner prescribed by Chapter 7-1.2 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)

ARTICLE FIFTH: Provisions (if any) dealing with the preemptive rights of shareholders pursuant to

Section 7-1.1-24 of the General Laws, 1956, as amended:

"No Pre-Emptive Rights: Shareholders shall have no pre-emptive rights."

ARTICLE SIXTH: Provisions (if any) for the regulation of the internal affairs of the Corporation:

"See Exhibit A attached hereto and made a part hereof by reference."

- 3. As required by Section 7-1.2-105 of the General Laws, the corporation has paid all fees and taxes.
4. These Articles of Amendment shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing

Under penalty of perjury, I declare and affirm that I have examined these Articles of Amendment, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 7/16/06

[Signature]
Signature of Authorized Officer of the Corporation

Roberta M. Gardiner, President

Type or Print Name of Authorized Officer

EXHIBIT A
TO ARTICLES OF INCORPORATION OF
WARREN E. NICHOLS INSURANCE AGENCY, INC.

- (a) **Provisions for Regulation of Internal Affairs of the Corporation.** Such provisions as are contained in the By-Laws for the Corporation as on file with the registered agent of the Corporation ("By-Laws").
- (b) **No Personal Liability.** To the fullest extent allowable by law, no shareholder shall have any personal liability for breach of duty in connection with the exercise or non-exercise of the powers and discretions normally vested in a Board of Directors but granted to the shareholders hereby.
- (c) **Issuance of Common Shares.** Common shares may be issued for such consideration as is determined from time to time by the shareholder(s) in accordance with the By-Laws.
- (d) **Transfer of Common Shares.** No transfer of common shares of the Corporation shall be valid unless the transfer is approved of by all of the shareholders and otherwise complies with the By-Laws.
- (e) **No Annual Meeting Required.** Except as may otherwise be required by law or by the provisions of the By-Laws, the Corporation need not hold an annual meeting of the shareholders.