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State of Rhode Island and Providence Plantations

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

G. T. SAFETY EQUIPMENT, 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 G. T. SAFETY EQUIPMENT, INC.

SECOND: The shareholders of the corporation on December 10, 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)]

To amend the corporation's Articles of Incorporation to: (1) delete, in their entirety, the provisions of the Sixth Article pertaining to the regulation of the internal affairs of the corporation and, in particular to the transfer of stock; (2) include, under the Sixth Article, a reference to the restrictions on the transfer of stock contained in the Shareholders' Agreement dated December 10, 1984; and (3) include, under the Fifth Article, provisions for a preemptive right on the part of the shareholders to purchase shares of stock of the corporation. The Fifth and Sixth Articles, as amended, shall read as follows:

Fifth: Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended: Each shareholder shall have the first right to purchase shares of the corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty days of receipt of a notice in writing from the corporation stating the prices, terms, and conditions of the issue of shares and inviting him to exercise his preemptive rights.

Sixth: Provisions (if any) for the regulation of the internal affairs of the corporation: The transfer of shares of the corporation is subject to the restrictions imposed thereon by the Shareholders' Agreement dated December 10, 1984, a copy of which is on file and available for inspection in the office of the Secretary of the corporation.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 3417; and the number of shares entitled to vote thereon was 3417.

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 3417; 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 December 10, 1984

G. T. SAFETY EQUIPMENT, INC.

By Arthur L. Hild
Its President
and Donald E. Duff
Its Secretary

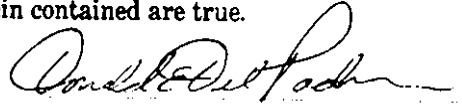
STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

} Sc.

At Providence in said county on this 10th day of
December, 1984, personally appeared before me Atwell B.
Hodly, who, being by me first duly sworn, declared that he is the
President of G. T. SAFETY EQUIPMENT, INC.

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



Notary Public

(NOTARIAL SEAL)

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