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State of Rhode Island and Providence Plantations

5064

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

F.A.F., 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 F.A.F., Inc.

SECOND: The shareholders of the corporation on August 17, 1994, 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 Fourth: The aggregate number of shares which the corporation shall have authority to issue is 2,000 shares of common stock with no par value; 1,000 shares shall be voting and 1,000 shares shall be non-voting.

Article Fifth: See attached

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 200; and the number of shares entitled to vote thereon was 200

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 200; 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 August 17, 19 94

F.A.F., INC.
By Arthur Fiorenzano
Its President
and Lori A. Corbishley
Its Secretary

STATE OF RHODE ISLAND

COUNTY OF

} Sc.

At in said county on this 17th day of

August

....., 19 94, personally appeared before me Arthur Fiorenzano and
Lori A. Corbishley, who, being by me first duly sworn, declared that ^{they are} ~~he is~~ the

President and Secretary of F.A.F., Inc.

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


Notary Public

(NOTARIAL SEAL)

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AUG 19 12 55 PM '94

FILED

AUG 19 1994

BY 1659128599

ARTICLE FIFTH

1. The shareholders shall not dispose of all or any part of their stock of the corporation, now owned or hereafter acquired by them, without first giving to the other shareholders and the corporation at least thirty (30) days written notice by certified mail of his or its intention to sell or dispose of stock. The notice shall contain the price at which the shareholder is willing to dispose of the stock, the name and address of the person to whom the shareholder intends to transfer the stock if the offer is not accepted by the corporation. Within the thirty (30) day period, a special meeting of the shareholders shall be called by the corporation. At such meeting all the stock of the shareholder desiring to make any such disposition shall be offered for sale and shall be subject to an option to purchase on the part of the corporation which option shall be exercised, if at all, at the time of such meeting. The shareholder offering the stock shall not be entitled to vote at any meeting called for the purpose of considering such offer. The purchase price by the corporation shall be at the lowest price at which the offering shareholder is willing to dispose of his or its stock, and such purchase price shall be payable in cash or by certified or bank check within sixty (60) days of the exercise of the option.

2. If all the stock of the offering shareholder is not purchased by the corporation in accordance with the provisions of Section 1 of this Article Fifth, then the stock not so purchased shall be offered for sale and shall be subject to an option to purchase on the part of the other shareholders, such option shall be exercised, if at all, at the time of the meeting of shareholders called pursuant to the provisions of Section 1. The purchase price and the payment of the purchase price shall be as provided in Section 1.

3. If all the stock of the offering shareholder is not purchased by the corporation or the other shareholders or by both in accordance with the provisions in Sections 1 and 2 of this Article Fifth, then all restrictions imposed on the transfer of such stock by this agreement shall forthwith terminate, provided, however, that if the offering shareholder does not dispose of his or its stock in accordance with the notice given to the corporation and shareholders within six (6) months after the shareholders' meeting held to consider the shareholder's offer, the offering shareholder must again comply with the provisions of this Article Fifth.