

State of Rhode Island and Providence Plantations

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

THE NEW ANNEX PLATING, INC.

33965

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

THE NEW ANNEX PLATING, INC.

SECOND: The shareholders of the corporation on MARCH 25, 1986, 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)]

FIFTH: In addition to the restrictions on transfer of capital stock imposed by the General Laws of Rhode Island, 1956, as amended, the capital stock of this corporation shall be issued, held, owned and transferred subject to the following terms, conditions and options: (1) the holder of stock desiring to sell, transfer or otherwise dispose of any of such stock may not sell, transfer or otherwise dispose of the same without first offering to sell the same to the corporation, and if the corporation fails to notify the holder of its election to buy all of the stock so offered within the ninety day period as hereinafter provided, then without secondly, offering to sell the same or so much thereof as the corporation has not agreed to purchase, to the other stockholders. (2) Offers to sell shall be in writing and shall state the number of shares to be sold and the price at which the holder is willing to sell and the name and address of the proposed transferee if sale or transfer to some particular person is desired, and any executor, administrator, trustee in bankruptcy, assignee in insolvency, receiver or any other person who shall acquire any such stock under any order of the court or legal process or by operation of law or otherwise than by issue or sale by this corporation or by transfer under these provisions, shall immediately upon becoming the holder of such stock, notify the corporation of such fact and offer to sell such stock in accordance with these provisions. No offer to sell to the other stockholders shall be considered validly given until the corporation has notified the holder of its election to exercise or reject its option or until the expiration of the ninety day period, whichever first occurs. (3) Notice of the election to purchase all or any part of the stock so offered must be given within ninety days after the receipt of the offer to sell and such notice must specify a time within thirty days of the date of such notice and the place where and the person to whom such holder may present the stock for surrender and cancellation and receive payment therefor. (4) Unless a purchase price be agreed upon within ten days of the giving of such notice, the stock shall be bought and sold at its fair market value as of the date the offer to sell is made as determined by the accountant employed by the corporation at the time said offer is made. If there be no accountant so employed, then the determination shall be made as aforesaid by an independent accountant agreed upon by the parties or if they fail to agree, by an independent accountant appointed by a Rhode Island court having jurisdiction over such matters. (5) If the stockholders elect to purchase more shares than the number offered for sale, they shall be entitled to purchase and receive a pro-rata proportion of the stock offered for sale based on their respective holdings at the time such offer is made. (6) A pledge or hypothecation of stock shall not be deemed a sale, but no transfer of stock pledged or hypothecated shall be made by the corporation on its books unless and until a foreclosure thereof, and then such transfer shall be subject to the foregoing provisions. (7) The corporation shall have the right to refuse to any person who shall acquire any stock otherwise than by issue or sale by the corporation or by transfer under this provision the right to a vote or the right to enjoy any privilege of a stockholder, and shall have the right to refuse to declare or pay any dividend on any such stock. The corporation shall not declare or pay a dividend on any stock retained by any stockholder after tender of the value thereof, as provided above, and such person shall not have the right to a vote nor enjoy any of the privileges of a stockholder. The foregoing provisions of this Article FIFTH may be waived by the unanimous vote of the stockholders.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 100; and the number of shares entitled to vote thereon was 100.

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 100; 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) 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 MARCH 25, 19 86

THE NEW ANNEX PLATING, INC.

By Robert J. Silverman
Its President
and Robert J. Silverman
Its Secretary

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

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At PROVIDENCE in said county on this 25th day of
MARCH, 19 86, personally appeared before me ROBERT J.
SILVERMAN, who, being by me first duly sworn, declared that he is the
PRESIDENT of THE NEW ANNEX PLATING, 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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[Signature]

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