Filing Fee $50.00

ID Number: 18866

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

(To Be Filed in Duplicate Original)

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:

1. The name of the corporation is WOONSOCKET CONSUMERS COAL CO., INC.

2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on June 19, 2001, 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)]
(If additional space is required, please list on separate attachment)

(SEE SEPARATE ATTACHMENT)

3. The number of shares of the corporation outstanding at the time of such adoption was 600; and the number of shares entitled to vote thereon was 183.

4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (If inapplicable, insert "none")

Class	Number of Shares
NONE	NONE

JUL 6 11 57 AM '01

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.

FILED
JUL 06 2001
By AMF
267621

Form No 101
Revised 01/99

5. The number of shares voted for such amendment was 183; and the number of shares voted against such amendment was 0.

6. 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.")

Class	Number of Shares Voted For	Against
NONE	NONE	NONE

7. 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)

Upon the effective date and time of the amendment (the "Effective Time"), all shares of Common Stock issued and outstanding immediately prior to the Effective Time shall be exchanged for, and reclassified and converted into, shares of Class A Common Stock and Class B Common Stock on the following basis. Each block of one hundred eighty-three (183) shares of Common Stock issued and outstanding immediately prior to the Effective Time shall be exchanged for, and reclassified and converted into, one (1) share of Class A Common Stock and ninety-nine (99) shares of Class B Common Stock. The interests of the shareholders of such block shall proportionately be converted in accordance with this paragraph.

8. The manner in which such amendment effects a change in the amount of stated capital, and the amount (expressed in dollars) of stated capital as changed by such amendment, are as follows: (If no change, so state)

NO CHANGE

9. As required by Section 7-1.1-57 of the General Laws, the corporation has paid all fees and franchise taxes.

10. Date when amendment is to become effective: immediately upon filing
(not prior to, nor more than 30 days after, the filing of these articles of amendment)

Dated 6/19, 2001

WOONSOCKET CONSUMERS COAL CO., INC.
Print Corporate Name

By Rene Bousquet
☑ President or ☑ Vice President (check one)

By Rene Bousquet
☑ Secretary or ☑ Assistant Secretary (check one)

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on this 19th day of June, 2001, personally appeared before me RENE M. BOUSQUET, who being by me first duly sworn, declared that he is the President and the Secretary of the corporation and that he signed the foregoing document as such officers of the corporation, and that the statements therein contained are true.

J. M. Harpootian
Notary Public
My Commission Expires: JOHN M. HARPOOTIAN
~~NOTARY PUBLIC, I.D. #20530~~
My commission expires June 26, 200[illegible]

ATTACHMENT TO ARTICLES OF AMENDMENT

WOONSOCKET CONSUMERS COAL CO., INC.

(1) That Article 5th of the Articles of Association be deleted in its entirety and the following be substituted in lieu thereof:

"The aggregate number of shares which the Corporation shall have authority to issue is Two Hundred Fifty (250) shares of common stock, with One Hundred Dollar ($1) par value, of which (a) Ten (10) shares shall be designated as Class A Common Stock, with One Hundred Dollar ($100) par value (the "Class A Common Stock") and (b) Two Hundred Forty (240) shares shall be designated as Class B Common Stock, with One Hundred Dollar ($100) par value (the "Class B Common Stock").

The designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations, or restrictions thereof, of the shares of Class A Common Stock and Class B Common Stock, shall be as follows:

Except as otherwise required by law, the voting power for the election of officers and for all other purposes shall be vested exclusively in the holders of shares of Class A Common Stock, and holders of shares of Class B Common Stock shall not have any voting power or be entitled to receive any notice of meetings of stockholders. In all other respects, the designations, powers, preferences and rights, and qualifications, limitations and restrictions thereof, of the shares of Class A Common Stock and Class B Common Stock shall be identical, share for share."

(2) That a new Article 6th be added to the Articles of Association to read as follows:

"6th. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended.

The preemptive rights set forth in Rhode Island General Laws, (1956) as amended, Section 7-1.1-24 are denied to the Stockholders."

(3) That a new Article 7th be added to the Articles of Association to read as follows:

"7th. Provisions (if any) for the regulation of the internal affairs of the corporation:

(a) Action by the stockholders pursuant to Rhode Island General Laws, (1956), as amended, Section 7-1.1-30.3(b) is hereby authorized.

(b) No director or stockholder undertaking to exercise the responsibilities of a director shall have personal liability to the corporation or to its stockholders for monetary damages for breach of such director's or stockholder's duty as a director or, in the case of a stockholder, duty as a person undertaking to exercise the responsibilities of a director; provided that this provision shall not eliminate or limit the liability of such director or stockholder for: (i) any breach of such director's or stockholder's duty of loyalty to the corporation or its stockholders; (ii) acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law; (iii) liability imposed pursuant to the provisions of Rhode Island General Laws §7-1.1-43; or (iv) any transaction from which such director or stockholder derived an improper personal benefit (unless said transaction is permitted by Rhode Island General Laws §7-1.1-37.1)."

(4) That a new Article 8th be added to the Articles of Association to read as follows:

"The corporation is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, and has no Board of Directors."