

Filing Fee: \$50.00



Corp. ID. # 0082068

State of Rhode Island and Providence Plantations
Office of The Secretary of State
100 North Main Street
Providence, Rhode Island
02903-1335

PLEASE TAKE NOTICE that the corporation must be in good standing prior to filing

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

INTERNATIONAL A. B. AND SALES, INCORPORATED

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 **INTERNATIONAL A. B. AND SALES, INCORPORATED**

SECOND: The shareholders of the corporation on **January 10**, 1995, 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)]

That the corporation shall amend paragraph Fourth(a) of Articles of Incorporation as follows:

1. The reference to "the per value of each share will be \$2.00 shall be deleted."
2. That paragraph Fourth(a) is hereby amended as follows:

If only one class: Total number of shares
600 no par common

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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>
Common	200

FIFTH: The number of shares voted for such amendment was 200; 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)

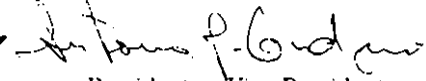
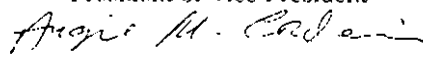
Outstanding shares of stock in corporation with a \$2.00 par value for each share shall be cancelled and new common stock shares in corporation shall be issued to shareholders with no par value.

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)

The \$2.00 par value for the 600 aggregate number of shares which the corporation has authority to issue of which 200 shares is outstanding shall be cancelled and the corporation shall have authority to issue an aggregate of 600 no par common stock of which 200 no par common stock shall be issued to its stockholders.

Dated January 10, 19 95

INTERNATIONAL A. B. AND SALES, INCORPORATED

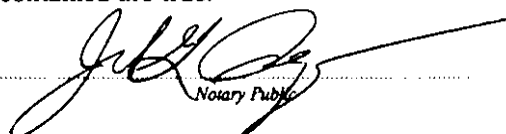
By 
Its President or Vice President
and 
Its Secretary or Assistant Secretary

STATE OF RHODE ISLAND

COUNTY OF BRISTOL

} Sc.

At Town of Bristol in said county on this 10th day of
January, 1995, personally appeared before me Antonio J. and
Angie M. Cordeiro, who, being by me first duly sworn, declared that he/she is the
President and Secretary of International A. B. and Sales, Incorporated
the he/she signed the foregoing document as President and Secretary of the
corporation, and that the statements therein contained are true.


Notary Public

(NOTARIAL SEAL)

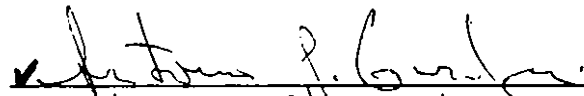
WAIVER OF NOTICE OF SPECIAL MEETING
OF THE
BOARD OF DIRECTORS
OF
INTERNATIONAL A. B. AND SALES, INCORPORATED

WE, the undersigned, being all of the Directors of the Corporation, hereby agree and consent that a special meeting of the Board of Directors of the Corporation be held on the date and time and at the place designated hereunder and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

We do further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournment or adjournments thereof as may be deemed advisable by the Directors present thereat. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be as valid and legal and of the same force and effect as if such meeting or adjourned meeting were held after notice.

Place of Meeting:	443 Hope Street Bristol, RI 02809
Date of Meeting:	January 10, 1995
Time of Meeting:	2:00 P.M.
Purpose of Meeting:	Amend Articles of Incorporation to cancel \$2.00 par value for each share of stock to no par value common stock

Date: January 10, 1995


Antonio J. Cordeiro, Director


Angie M. Cordeiro, Director

MINUTES OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS
OF
INTERNATIONAL A. B. AND SALES, INCORPORATED

A special meeting of the Board of Directors of the above captioned corporation was held on the date, time and at the place set forth in the written waiver of notice signed by all the Directors, fixing such time and place, and prefixed to the minutes of this meeting.

All of the members of the Board of Directors being present, the meeting was called to order by the President. The Secretary called the roll and announced that all of the stockholders were present.

Upon motion duly made, seconded and unanimously carried, it was

RESOLVED: That the corporation shall amend paragraph Fourth (a) of Articles of Incorporation as follows:

1. The reference to "the par value of each share will be \$2.00 shall be deleted."

2. That paragraph Fourth (a) of Articles of Incorporation is hereby amended as follows:

If only one class: total number of shares 600 no par common.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the same was adjourned.


Angie M. Cordeiro, Secretary

Approved:
Board of Directors:


Antonio J. Cordeiro


Angie M. Cordeiro