

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 GOWER & CO.
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on May 14, 2002, 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 100; and the number of shares entitled to vote thereon was 100.
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

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5. The number of shares voted for such amendment was 100; 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 share of Common Stock issued and outstanding immediately prior to the Effective Time shall be exchanged for, and reclassified and converted into, one-tenth (.1) share of Class A Common Stock and nine and nine-tenths (9.9) shares of Class B Common Stock.

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)

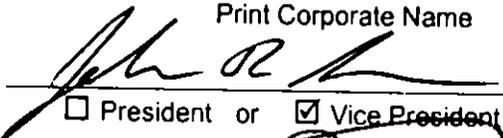
NO CHANGE

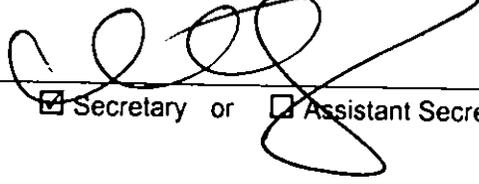
9. As required by Section 7-1.1-57 of the General Laws, the corporation has paid all fees and franchise taxes.

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 May 14, 2002

GOWER & CO.
 Print Corporate Name

By 
 President or Vice President (check one)

By 
 Secretary or Assistant Secretary (check one)

STATE OF RHODE ISLAND
 COUNTY OF PROVIDENCE

In Providence, on this 14th day of May, 2002, personally appeared before me JOHN R. GOWER, who being by me first duly sworn, declared that he is the Vice President of the corporation and that he signed the foregoing document as such officer of the corporation, and that the statements therein contained are true.


 Notary Public
 My Commission Expires: 6.28.05

ATTACHMENT TO ARTICLES OF AMENDMENT

GOWER & CO.

(1) That Article FOURTH of the Articles of Incorporation 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 Thousand (2,000) shares of common stock, with no par value, of which (a) One Hundred (100) shares shall be designated as Class A Common Stock, with no par value (the "Class A Common Stock") and (b) One Thousand Nine Hundred (1,900) shares shall be designated as Class B Common Stock, with no 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, directors, 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 Article SIXTH of the Articles of Incorporation be revoked in its entirety and the following be substituted in lieu thereof:

"(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)."