

Filing fee: ~~\$20.00~~ ^{40.00}

**RESTATED ARTICLES OF INCORPORATION
OF**

GREATREX CORPORATION

A close corporation pursuant to 7-1.1-51 of the General Laws, 1956, as amended

Pursuant to the provisions of Section 7-1.1-59 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Restated Articles of Incorporation:

FIRST: The name of the corporation is GREATREX CORPORATION

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes which the corporation is authorized to pursue are:

To engage in the business of acquiring equity interests in corporations and making investments in other business opportunities from time to time, and in general, in addition to the foregoing, to have all the powers generally conferred by the laws of the State of Rhode Island, from time to time, on business corporations under Section 7-1.1-4 of the General Laws, 1956, as amended.

FOURTH: The aggregate number of shares which the corporation has authority to issue is see below.

Note: If the authorized shares consist of one class only, insert a statement of the par value of such shares or a statement that all of such shares are without par value.

If the authorized shares are divided into classes, insert a statement of the number of shares of each class, a statement of the par value of the shares of each such class or that such shares are without par value, and a statement of the preferences, limitations and relative rights in respect of the shares of each class.

If the authorized shares of any preferred or special class are issuable in series, insert a statement of the designation of each series, a statement of the variations in the relative rights and preferences as between series in so far as the same are fixed in the articles of incorporation and a statement of any authority vested in the board of directors to establish series and fix and determine the variations in the relative rights and preferences as between series.

The aggregate number of shares which the corporation shall have authority to issue is 1000 shares Class A no par common and 1000 Class B no par common. The present shares of common stock which the corporation has authority to issue and those shares presently issued and outstanding shall be deemed to be Class A no par common.

I. Class A Shares (total authorized--1000 no par common). Class A shares shall have plenary voting rights and powers on all matters and things, to the exclusion of Class B shares, excepting only those matters and things specifically described below. Without limiting the generality of the foregoing, all directors of the corporation shall be elected solely by the holders of the Class A shares.

II. Class B Shares (total authorized--1000 no par common). Class B shares shall be denied, and shall not possess, any voting rights whatsoever, except as to those matters specifically mandated by Section 7-1.1-55 of the Rhode Island General Laws.

FIFTH: Existing provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are:

All shares of both Class A and Class B of this corporation shall be bound to the provisions of Section 7-1.1-24 of the General Laws of Rhode Island, 1956 as amended, and to a Stockholders' Restriction Agreement pertaining to the sale, disposition and/or hypothecation of the respective shares, entered or to be entered into by and among this corporation, its shareholders, as from time to time amended or modified, and shall be binding upon their successors, heirs, devisees, executors, administrators, and assigns (voluntary and involuntary) and transferees.

SIXTH: Existing provisions of the articles of incorporation for the regulation of the internal affairs of the corporation are:

There is hereby conferred upon the Board of Directors of the corporation an express grant of authority to fix, at any time and from time to time, by vote or votes, any other and further powers, preferences, and rights, and the qualifications and limitations and/or restrictions thereof, in respect of either or both such classes of stock, that may henceforth or hereafter be deemed desirable, not contrary to or fixed by these articles of incorporation and otherwise permitted by law.

The number of directors of this corporation shall be no less than two, nor more than five unless and until otherwise determined by a vote of a majority of the entire Board of Directors.

SEVENTH: The restated articles of incorporation correctly set forth without change the corresponding provisions of the articles of incorporation as heretofore amended, and supersede the original articles of incorporation and all amendments thereto.

Dated March 10th, 1978

GREATREX CORPORATION
By *Richard J. Deeble* RJD
Its President
and *James Radin* JR
Its Secretary

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } SC.

At Providence in said county on this 10th day of
March, 1978, personally appeared before me Richard J. Deeble
and James Radin, who, being by me first duly sworn, declared that they are President
and Secretary, respectively of GREATREX CORPORATION

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

Kathleen A. M. Dumont
Notary Public
My commission expires June 30, 1981

(NOTARIAL SEAL)

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