



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		

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)

Each share of common stock, \$1.00 par value per share, of the Corporation currently issued and outstanding shall be exchanged for one (1) share of Class A Voting 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)

The amount of stated capital of the Corporation after giving effect to such amendment and the exchange contemplated by paragraph 7 above is One Dollar (\$1.00).

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 Upon filing  
(not prior to, nor more than 30 days after, the filing of these articles of amendment)

Date January, 2003

MPI Acquisition, Inc.

Print Corporate Name

By [Signature]  
 President or  Vice President (check one)

By [Signature] **AND**  
 Secretary or  Assistant Secretary (check one)

STATE OF Rhode Island  
COUNTY OF Providence

In Lincoln, on this 24 day of January, 2003 personally appeared before me Robert Nangle who, being by me first duly sworn, declared that he/she is the President of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

[Signature]  
Notary Public  
My Commission Expires: 01-02-07

**MPI ACQUISITION, INC.**

**ARTICLES OF AMENDMENT**

**EXHIBIT A**

Article FOURTH of the Articles of Incorporation of the Corporation filed with the Secretary of State of the State of Rhode Island on December 2, 2002, is hereby amended in its entirety to read as follows:

FOURTH. The total amount of authorized capital stock of the Corporation shall be four thousand (4,000) shares of Class A Voting Common Stock, \$.01 par value per share (the "Class A Voting Common Stock"), and four thousand (4,000) shares of Class B Non-Voting Common Stock, \$.01 par value per share (the "Class B Non-Voting Common Stock").

The Class A Voting Common Stock and Class B Non-Voting Common Stock shall have the same powers, preferences and participating rights in the Corporation, shall be identical in all respects, and shall participate equally in any dividend, liquidation or other distribution of the assets of the Corporation; *provided, however*, that all voting power with respect to the capital stock of the Corporation shall be vested in the Class A Voting Common Stock, each share of the Class A Voting Common Stock shall be entitled to one (1) vote on each matter submitted to the shareholders of the Corporation for vote or approval, and none of the holders of the Class B Non-Voting Common Stock shall have any voting power for any purposes, except and only to the extent as may be specifically required by the Rhode Island Business Corporation Act, as amended.