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State of Rhode Island and Providence Plantations

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

BELKNAP-RIFCO, INC. (formerly Rhode Island Floor Covering Distributors, Inc)

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 ~~.. BELKNAP-RIFCO, INC.~~ ..

SECOND: The shareholders of the corporation on July 28,, 19 87, 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)]

FIRST: The name of the corporation is Belknap Distributors, Inc.

THIRD: 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

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>
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None

FIFTH: The number of shares voted for such amendment was 100 ; and the number of shares voted against such amendment was 0

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)

No Change

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)

No Change

Dated July 28, 1987

BELKNAP-RIFCO, INC.

By Dorak A. Mouraw
Its Vice President
and Samuel J. Kothmann
Its Asst. Secretary

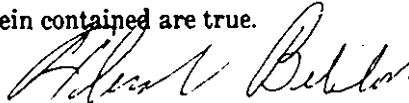
STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

} SC.

At Providence in said county on this 28th day of
July, 1987, personally appeared before me Deborah A.
Morrocco, who, being by me first duly sworn, declared that he is the
Vice President of BELKAP-RIFCO, INC.

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



Notary Public

(NOTARIAL SEAL)

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CHEK	30.00
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JUL 29 1987 *Len*