

Filing fee: \$50.00

Corp. I.D.# 80980

*State of Rhode Island and Providence Plantations*

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
**DURKEE & BROWN ARCHITECTS, 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 **DURKEE & BROWN ARCHITECTS, INC.**

**SECOND:** The shareholders of the corporation on March 31, 1998, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment to the Articles of Incorporation:

Article **FOURTH** of the Articles of Incorporation of the Corporation is amended to provide for the reclassification of the common capital stock of the corporation into two classes of common stock and shall read in its entirety as follows:

"**FOURTH:** The total number of shares of capital stock authorized, without par value, shall be four thousand (4,000) shares, of which one thousand (1,000) shares shall be designated Class A common stock and three thousand (3,000) shares shall be designated Class B common stock. The relative rights, privileges, and limitations of the Class A common stock and the Class B common stock shall be identical in all respects, except that the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the Class A common stock and, except as otherwise required by law, the holders of the Class B common stock shall not have any voting power or be entitled to receive any notice of meetings of shareholders."

**FILED**

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CORPORATIONS DIV.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 70; and the number of shares entitled to vote thereon was 70.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

None

FIFTH: The number of shares voted for such amendment was 70 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:

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:

Upon the effective date of the foregoing amendment, each presently outstanding share of common stock of the corporation shall be converted and changed into one and 43/100 (1.43) shares of the Class A common stock and twelve and 86/100 (12.86) shares of the Class B common stock.

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:  
No change

Dated: March 31, 1998

DURKEE & BROWN ARCHITECTS, INC.

By   
L. Stephen Durkee  
Its President

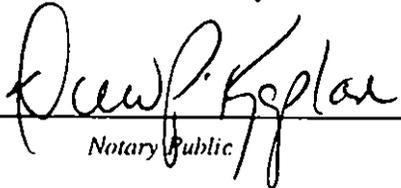
and   
L. Stephen Durkee  
Its Secretary

State of Rhode Island

} Sc.

County of Providence

At Providence in said county on this 31<sup>st</sup> day of March, 1998, personally appeared before me, L. Stephen Durkee, known to me and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument by him subscribed to be his free act and deed.

  
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Notary Public