

Filing Fee: \$80.00



Corp. I.D. # 15281

State of Rhode Island and Providence Plantations  
*Office of The Secretary of State*  
100 North Main Street  
Providence, Rhode Island  
02903 1335

PLEASE TAKE NOTICE that the corporation must be in good standing prior to filing

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

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 New England Overseas Corporation

SECOND: The shareholders of the corporation on December 15, 1994, 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)]

Article FOURTH of the Articles of Incorporation of the corporation is hereby amended and restated in its entirety as follows:

"FOURTH. The aggregate number of shares which the corporation shall have authority to issue is: 100,000 shares of Common Stock without par value."

DEC 27 1994

**FILED**

DEC 27 1994

By

*[Signature]*

35375

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 8,000 ; and the number of shares entitled to vote thereon was 8,000

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 8,000 ; and the number of shares voted against such amendment was NONE

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 December 22 , 19 94

NEW ENGLAND OVERSEAS CORPORATION

By

Its ~~XXXXXX President~~ Vice President

and

Its ~~XXXXXX Secretary or Assistant Secretary~~

STATE OF RHODE ISLAND

COUNTY OF

} Sc.

At Philadelphia ..... in said county on this .. 22nd ..... day of  
December ....., 19 94, personally appeared before me Ted S. Lodge  
....., who, being by me first duly sworn, declared that he/she is the .....  
Vice President..... of New England Overseas Corporation.....

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

*Debra B. Wilds*  
Notary Public

(NOTARIAL SEAL)

