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**State of Rhode Island and Providence Plantations**

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

**HODGES BADGE COMPANY, 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 Hodges Badge Company, Inc.

**SECOND:** The shareholders of the corporation on November 5, 19 88, 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)]

**RESOLVED:** That Articles FOURTH and FIFTH of the Articles of Incorporation of the Corporation, as amended, be, and they hereby are, amended in their entirety to read as follows:

"FOURTH: The total number of shares of stock of all classes which the Corporation shall have authority to issue is twenty thousand (20,000) shares. The number of shares of each class of stock which the Corporation shall have authority to issue is (a) three (3) shares of Class A Common Stock, without par value, and (b) nineteen thousand nine hundred ninety-seven (19,997) shares of Class B Common Stock, without par value. Except as otherwise required by law, the Class A Common Stock shall be the sole voting stock of the Corporation and each share of such stock shall entitle the owner thereof to one (1) vote at all meetings of the stockholders of the Corporation. Other than with respect to differences in voting rights, the Class A Common Stock and the Class B Common Stock shall be treated as one class of stock."

"FIFTH: The pre-emptive rights set forth in Rhode Island General Laws (1956), as amended, Section 7-1.1-24, are expressly denied to the shareholders of the Corporation."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 11,000; and the number of shares entitled to vote thereon was 11,000.

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>
None	

FIFTH: The number of shares voted for such amendment was 11,000; 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)

That each holder of more than five thousand five hundred (5,500) shares of issued and outstanding common stock of the Corporation shall exchange such shares for three (3) shares of Class A Common Stock and that number of shares of Class B Common Stock equal to the difference between (a) the number of shares of common stock so held, and (b) the number five thousand five hundred (5,500); and that each holder of five thousand five hundred (5,500) or fewer shares of issued and outstanding common stock of the Corporation shall exchange such shares for an equal number of shares of Class B Common Stock; and that the issued and outstanding shares of common stock exchanged for shares of Class A Common Stock and Class B Common Stock shall be cancelled.

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 9, 1988

HODGES BADGE COMPANY, INC.  
 By *F. James Hodges, Jr.*  
 F. James Hodges, Jr.  
 Its President  
 and *Sheila H. Hodges*  
 Sheila H. Hodges  
 Its Secretary

STATE OF RHODE ISLAND

COUNTY OF *Newport*

} Sc.

At *Portsmouth* in said county on this *9<sup>th</sup>* day of

*December*, 19 *88*, personally appeared before me *F. James*  
Hodges, Jr., who, being by me first duly sworn, declared that he is the  
President of *Hodges Badge Company, Inc.*, a Rhode  
Island corporation

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

*Benj. G. Paster*  
Notary Public

**BENJ. G. PASTER**  
Notary Public

My Commission Expires June 30, 1991

(NOTARIAL SEAL)

DEPARTMENT OF STATE  
OFFICE OF  
SECRETARY OF STATE  
PROVIDENCE, R. I.

*[Handwritten signature]*  
12/16/88

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