

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Peter N. Barr	Director	3 Ordway Road, Wellesley Hills, Mass. 02181
Thomas A. Barr	Director	14 Hendrie Avenue, Riverside, Connecticut
Richard W. Martin	Director	69 Vassar Street, Garden City, New York
Anthony P. Curcio	Director	102 Brook Street, Garden City, NY 11530
Donald M. Barr	Director	18 Westerley Lane S., Thornwood, NY 10594
Roland B. Graham	Director	25 Lockwood Road, Old Greenwich, CT 06870
Thomas A. Barr	SEE RIDER ATTACHED President	14 Hendrie Avenue, Riverside, Connecticut
Donald M. Barr	Vice President	18 Westerley Lane S., Thornwood, NY 10594
P. Gregory Hess	Secretary	10 Garden Ridge, Chappaqua, NY 10514
Richard W. Martin	Treasurer	69 Vassar Street, Garden City, NY
Michael S. Barr	Vice President	6 Fisher Street, Westwood, Mass. 02090
Anthony P. Curcio	Vice President	102 Brook Street, Garden City, NY 11530
Alfred Tiberi	Vice President	305 Winthrop St., Medford, Mass. 02155
David T. Barr	Vice President	357 Plain St., Millis, Mass. 02054

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
10,000	Preferred		\$540.00
100,000	Common		\$ 1.25

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
5,812	Preferred		\$540.00
62,820	Common		\$ 1.25

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 221,000.00

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ -0-

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 70,000,000.00

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ -0-

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

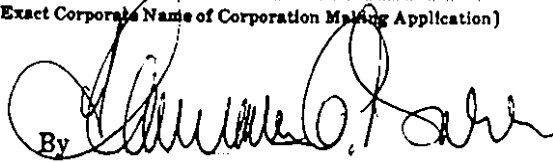
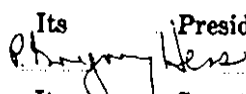
Rider to Application for Certificate of Authority of Barr & Barr, Inc.

Eighth:

P. Gregory Hess	Director	10 Garden Ridge, Chappaqua, NY 10514
Michael T. Barr	Director	6 Fisher St., Westwood, Mass. 02090
Thomas D. Barr	Director	7 Highland Drive, Centerport, NY 11721
Alfred Tiberi	Director	305 Winthrop St., Medford, Mass. 02155

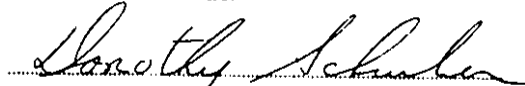
Dated June 10, 1986

Barr & Barr, Inc.
[Exact Corporate Name of Corporation Making Application]

By 
Its President
and 
Its Secretary

STATE OF NEW YORK
COUNTY OF NEW YORK } Sc.

At 620 Fifth Avenue in said County on the 10th day
of June 1986, before me personally appeared
P. Gregory Hess, who being by me first duly sworn, declared that
he is the Secretary of Barr & Barr, Inc.,
that he signed the foregoing document as such secretary of the
corporation, and that the statements therein contained are true.


Notary Public

(NOTARIAL SEAL)

DOROTHY SCHREIBER
Notary Public, State of New York
No. 41-3631566
Qualified in Queens County
Commission Expires March 30, 1987

39185

06/24/86 PAID 0076A001
CHER 85.00

JUN 23 1986
VF

CERTIFICATE OF INCORPORATION

-of-

BARR & LANE, INC.

PURSUANT TO ARTICLE TWO OF THE STOCK CORPORATION LAW.

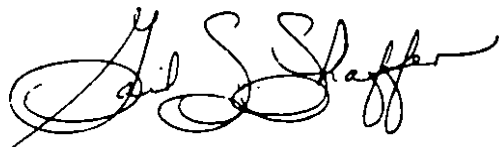
WE, the

State of New York } ss.:
Department of State }

35345

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State JUN 17 1966



Secretary of State

380907-004 (10/85)

... upon any or
all kinds of roads, railroads, bridges, water courses and
wharves; to build, construct and repair sewers, tunnels
and subways; to build, erect and repair plants for furnish-
ing by electricity or otherwise light, heat and power.

3146-68-1