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State of Rhode Island and Providence Plantations

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

BOB-TOD, 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 BOB-TOD, INC.

SECOND: The shareholders of the corporation on December 24, 1988 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)]

See attached

Amendment

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THIRD: The number of shares of the corporation outstanding at the time of such adoption was 600; and the number of shares entitled to vote thereon was 600.

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>
common	600

FIFTH: The number of shares voted for such amendment was 600; 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)

See attached Plan of Recapitalization

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 Dec. 24, 1988

BOB-TOD, INC.

By Chas. A. Edelbach
President
and Robert G. Edelbach
Its Secretary

STATE OF RHODE ISLAND

COUNTY OF Providence } Sc.

At Providence in said county on this 21st day of
December, 1988, personally appeared before me Charles C.
Edenbach, Jr., who, being by me first duly sworn, declared that he is the president
of Rob-Tek Inc.

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

Meredith Howard Carpenter
Notary Public

(NOTARIAL SEAL)

RECEIVED
SECRETARY OF STATE
CONFIRMATION DIV.

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ARTICLES OF AMENDMENT

BOB-TOD, INC.

AMENDMENT

Article FIFTH is hereby deleted in its entirety and the following is substituted in its stead:

The aggregate number of shares which the corporation shall have the authority to issue is Two Thousand (2,000) shares of common stock with no par value of which One Thousand (1,000) shares shall be non-voting common stock and One Thousand (1,000) shares shall be voting stock.

Each share of voting and nonvoting common stock shall be entitled to share equally in dividends as may be declared from time to time by vote of the voting common shareholders and shall likewise be entitled to share equally in liquidation in whole or in part and shall be treated in the same manner for all purposes provided that shares of the voting common stock only shall be entitled to vote for officers of the corporation to vote on any proposal for the liquidation in whole or in part of the corporation or to dissolve the corporation or to merge or consolidate the corporation into or with any other corporation. Nonvoting common stock shall have no right to vote on any matter; provided, however, on any matter where the vote of the nonvoting common stock may be required by law, all common stock voting and nonvoting shall vote as a single class with each share of each such class entitled to one vote.

Upon the death of any Stockholder the decedent's estate may by notice in writing addressed to the Corporation within six months of the date of death of such Stockholder request the Corporation to purchase all the decedent's stock in the Corporation now owned or hereafter acquired by him. The Corporation and the Stockholders shall set a purchase price and the terms of payment for the stock in accordance with the Stockholders Redemption Agreement dated Dec. 23, 1988.

During his lifetime, no shareholder shall sell, transfer or dispose of (whether by sale or gift) or otherwise

encumber his shares of the stock of the corporation (either voluntarily or involuntarily) except in accordance with this paragraph. Prior to any such disposition, he shall first offer all his stock for sale to the Corporation, and the Corporation shall have the option to purchase all, but not less than all, of his stock. If the Corporation does not purchase all of his stock within 30 days after the receipt of such offer, all of such stock shall be offered to the other Stockholders who shall have the option, among themselves, to purchase all, but not less than all, of such stock. Such option shall end 45 days following the original offer of the stock to the Corporation. Each of the other Stockholders shall have the right to purchase such portion of the stock offered for sale as the number of shares owned by him at such date shall bear to the total number of shares owned by all the other Stockholders; provided, however, that if any Stockholder does not purchase his full proportionate share of the stock, the unaccepted stock may be purchased by the others proportionately. The purchase price for such shares of stock and the terms of payment shall be in accordance with the aforementioned Stockholders Redemption Agreement.

The certificates of stock of the Corporation shall be endorsed as follows:

"This Certificate is transferable only upon compliance with the provisions of an Agreement dated *December 23* 1984, among Bob-Tod, Inc., and its Stockholders, a copy of which is on file in the office of the Secretary of the Corporation."

The preemptive rights of the Stockholder(s) shall terminate upon the occurrence of any of the following events:

- (a) Cessation of the Corporation's business.
- (b) Bankruptcy, receivership or dissolution of the Corporation.
- (c) Withdrawal, of all parties except one.
- (d) Whenever there is only one surviving Stockholder bound by the terms hereof.

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Plan of Recapitalization

BOB-TOD, INC. (the "Corporation") proposes to adopt a plan for the recapitalization of the Corporation (the "Plan of Recapitalization") as hereinafter set forth.

Section 1. Present Capitalization

The authorized capitalization of the Corporation is 600 shares of voting common stock without par value, (hereinafter called "Common Stock") 600 shares of which are issued and outstanding. The name of each shareholder and his respective interest in the Corporation is as follows:

	<u>No. of Shares</u>	<u>Percentage</u>
Charles A. Edenbach, Jr.	185	30.83%
Robert S. Edenbach	185	30.83%
Charles A. Edenbach, Trustee		
f.b.o. Charles A. Edenbach III	46	7.60%
Charles A. Edenbach, Trustee		
f.b.o. John N. Edenbach	46	7.60%
Charles A. Edenbach, Trustee		
f.b.o. Kurt M. Edenbach	46	7.60%
Robert S. Edenbach, Trustee		
f.b.o. Robert S. Edenbach, Jr.	46	7.60%
Robert S. Edenbach, Trustee		
f.b.o. Christopher M. Edenbach	46	7.60%

Section 2. Proposed Plan of Recapitalization

Pursuant to the proposed amendment to the Articles of Incorporation, (the "Amended Articles") attached hereto as Exhibit A, the Corporation will authorize the creation of 1000 shares of voting common stock, the sole voting shares, without par value, and 1000 shares of non-voting common stock without par value.

Under the proposed plan, the stockholders will exchange their shares of common stock for certificates as follows:

<u>New Shares to be issued in Exchange for Existing Common Stock</u>		
	<u>Voting Common</u>	<u>Non Voting Common</u>
Charles A. Edenbach, Jr.	185	0
Robert S. Edenbach	0	185
Charles A. Edenbach, Jr. Trustee f.b.o. Charles A. Edenbach, III	46	0
Charles A. Edenbach, Jr. Trustee f.b.o. John N. Edenbach	46	0
Charles A. Edenbach, Jr. Trustee f.b.o. Kurt M. Edenbach	46	0
Robert S. Edenbach Trustee f.b.o. Robert S. Edenbach, Jr.	0	46
Robert S. Edenbach Trustee f.b.o. Christopher M. Edenbach	0	46

Accordingly, the ownership of the Company's stock following the recapitalization will be as follows:

	<u>Voting</u>	<u>Non-Voting</u>	<u>Percentage</u>
Charles A. Edenbach, Jr.	185	0	30.83
Robert S. Edenbach	0	185	30.83
Charles A. Edenbach, Jr. Trustee f.b.o. Charles A. Edenbach, III	46	0	7.60
Charles A. Edenbach, Jr. Trustee f.b.o. John N. Edenbach	46	0	7.60
Charles A. Edenbach, Jr. Trustee f.b.o. Kurt M. Edenbach	46	0	7.60
Robert S. Edenbach Trustee f.b.o. Robert S. Edenbach, Jr.	0	46	7.60
Robert S. Edenbach Trustee f.b.o. Christopher M. Edenbach	0	46	7.60

Section 3. Purpose

The Plan of Recapitalization is deemed necessary for both the future growth and stability of the company. Charles A. Edenbach, Jr., and Robert S. Edenbach have been the majority shareholders since the corporation's inception. They anticipate that other employees may become increasingly involved in managing and developing the business of the corporation. To encourage their interests the corporation would like to arrange for greater flexibility in the management and capital structure of the corporation. The current majority shareholders may desire over time to relinquish voting control while retaining a strong financial interest for the immediate future. After approval and implementation of this Plan of Recapitalization, the shareholders will have greater options for the transfer of their stock, thus benefiting all shareholders and the corporation. It is expected that the majority shareholders will gradually transfer stock so that a new generation of owners and managers will have ownership and responsibility at the retirement or death of the current owners. As stated, this plan will facilitate the transfer of management and ownership without conflict and will assure future development of the Company.

Section 4. Offer of Exchange

If the shareholders approve the Articles of Amendment to the Articles of Incorporation and this Plan of Recapitalization, the Corporation after filing the Articles of

Amendment with the Secretary of State of Rhode Island, shall make the offer of exchange of stock so as to surrender their current common stock and be issued the newly created stock in the amounts as described in Section 2 hereof.

Section 5. Acceptance of Offer of Exchange

The shareholders shall be deemed to have accepted the offer of exchange upon the delivery of their shares of common stock with the appropriate endorsement to the Secretary of the Corporation and the Secretary shall issue to them the new shares as indicated by this plan, which shall be equal in value to all of the common stock being surrendered. Upon the issuance of the new stock, the surrendered shares of common stock shall be cancelled.