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Filing fee: \$75.00

FILED  
SEP 16 1994  
By *JBT*  
130675

APPLICATION FOR  
AMENDED CERTIFICATE OF AUTHORITY  
OF

Maguire Group, Inc.

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on April 17, 1969, authorizing it to transact business in Rhode Island under the name of Maguire Group, Inc.

SECOND: The corporate name of the corporation has changed to **No change**

[ If no change, so indicate ]

THIRD: The name which it elects to use hereafter in Rhode Island is

FOURTH: It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:

[ If no other or additional purposes are proposed, insert "No change" ]

**No Change**

FIFTH: Other amendments, if any, to Certificate of Authority previously issued:

[sec §§7-1.1-103, 7-1.1-109, 7-1.1-110 of the General Laws, 1956, as amended ] (If increase of authorized capital stock, state:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
1,000	Common	(No series)	\$1.00

- (A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 2,000,000.00
- (B): An estimate of the value of its property to be located within Rhode Island during such year is \$ 500,000.00
- (C): An estimate of the gross amount of business to be transacted by it during such year is \$ 28,000,000.00
- (D): 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 \$ 4,500,000.00

Dated 8-17-1994

Maguire Group, Inc.

By *Richard J. Repeta*

and *Gregory [Signature]*  
Its President  
Its Secretary

STATE OF *Massachusetts* } SC.  
COUNTY OF *Norfolk* }

At *Foxborough MA* in said County on the *17th* day  
of *August* 1994, before me personally appeared *Richard J. Repeta*

and *John G. Coffey Jr.*, who being by me first duly sworn, declared that <sup>*they are*</sup> ~~he is~~ the  
*President & Secretary, respectively* of Maguire Group, Inc.

that <sup>*they*</sup> ~~he~~ signed the foregoing document as such *officers*  
of the corporation, and that the statements therein contained are true

MY COMMISSION EXPIRES MAY 11, 2001

*Joanne E. Cugini*  
Notary Public

(NOTARIAL SEAL)

*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MAGUIRE GROUP INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF MAY, A.D. 1994, AT 1 O'CLOCK P.M.



A handwritten signature in cursive script that reads "Edward J. Freel".

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*Edward J. Freel, Secretary of State*

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944154845

AUTHENTICATION:

7215651

DATE:

08-18-94

**CERTIFICATE OF AMENDMENT****OF****CERTIFICATE OF INCORPORATION**

Maguire Group Inc., a Corporation organized and existing by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

**FIRST:** That at a meeting of the Board of Directors of Maguire Group Inc. a Resolution was duly adopted setting forth a proposed Amendment to the Certificate of Incorporation of said Corporation, declaring said Amendment to be advisable, and recommending to the Stockholder of the Corporation approval of said Amendment. The Resolution setting forth the proposed Amendment is as follows:

**Resolved**, that the Certificate of Incorporation of this Corporation be amended by changing the Fourth Article thereof so that as amended said Article shall be and read as follows:

**"FOURTH:** The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1000) and the par value of each share is One (\$1.00) Dollar, amounting in the aggregate to One Thousand (\$1000) Dollars."

**SECOND:** That, pursuant to the recommendation of its Board of Directors, the sole Stockholder of the Corporation executed a Consent in favor of the aforesaid Amendment to the Corporation's Certificate of Incorporation.

**THIRD:** That said Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

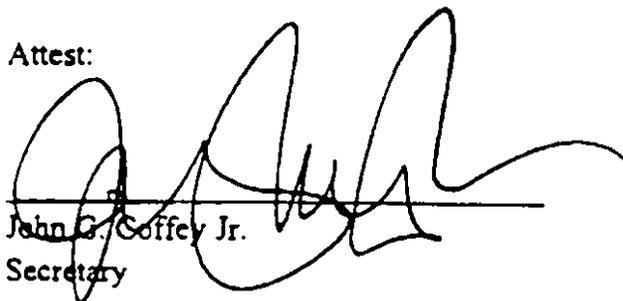
In Witness Whereof, said Maguire Group Inc. has caused its Corporate Seal to be affixed and this Certificate to be executed by its President, Richard J. Repeta, and attested by its Secretary, John G. Coffey Jr., this 31<sup>st</sup> day of March, 1994.

Maguire Group Inc.

(Corporate Seal)

by:   
Richard J. Repeta  
President

Attest:

  
John G. Coffey Jr.  
Secretary

State of MA

County of Suffolk

Be it remembered that on the 31<sup>st</sup> day of March, 1994 personally came before me, a Notary Public in and for the County and State aforesaid, Richard J. Repeta, the President of Maguire Group Inc., a Corporation of the State of Delaware, and he duly executed said Certificate before me and acknowledged said Certificate to be his free act and deed, and the free act and deed of the Corporation, and that the facts stated therein are true; and that the Seal affixed to said Certificate and attested by the Secretary of said Corporation is the Corporate Seal of said Corporation.

In Witness Whereof, I have hereunto set my hand and seal of office the day and year aforesaid.

  
Notary Public