

Filing Fee \$50.00



Corp. I.D. # 1069/

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**

EAGLE TOOL, 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 EAGLE TOOL, INC.

SECOND: The shareholders of the corporation on June 26, 1997, 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)]

The Articles of Amendment to the Articles of Incorporation filed on September 3, 1982, changing Article Fifth of the original Articles of Incorporation incorrectly stated the authorized number of shares. This amendment should have stated the authorized number of shares as follows according to their 1982 Plan of Recapitalization:

ARTICLE FIFTH:

(See attached)

FILED

JUL 7 1997

BY

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THIRD: The number of shares of the corporation outstanding at the time of such adoption was 1,200; and the number of shares entitled to vote thereon was 700.

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 A	100
Preferred	600

FIFTH: The number of shares voted for such amendment was 700; 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>
Common A	100	0
Preferred	600	0

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 June 26, 1997

EAGLE TOOL, INC.

By Hugo Lannucci Sr.
Hugo Lannucci, Sr. President of Eagle Tool, Inc.
and Frank Lannucci
Frank Lannucci Secretary of Eagle Tool, Inc.

STATE OF RHODE ISLAND

COUNTY OF Providence } Sc.

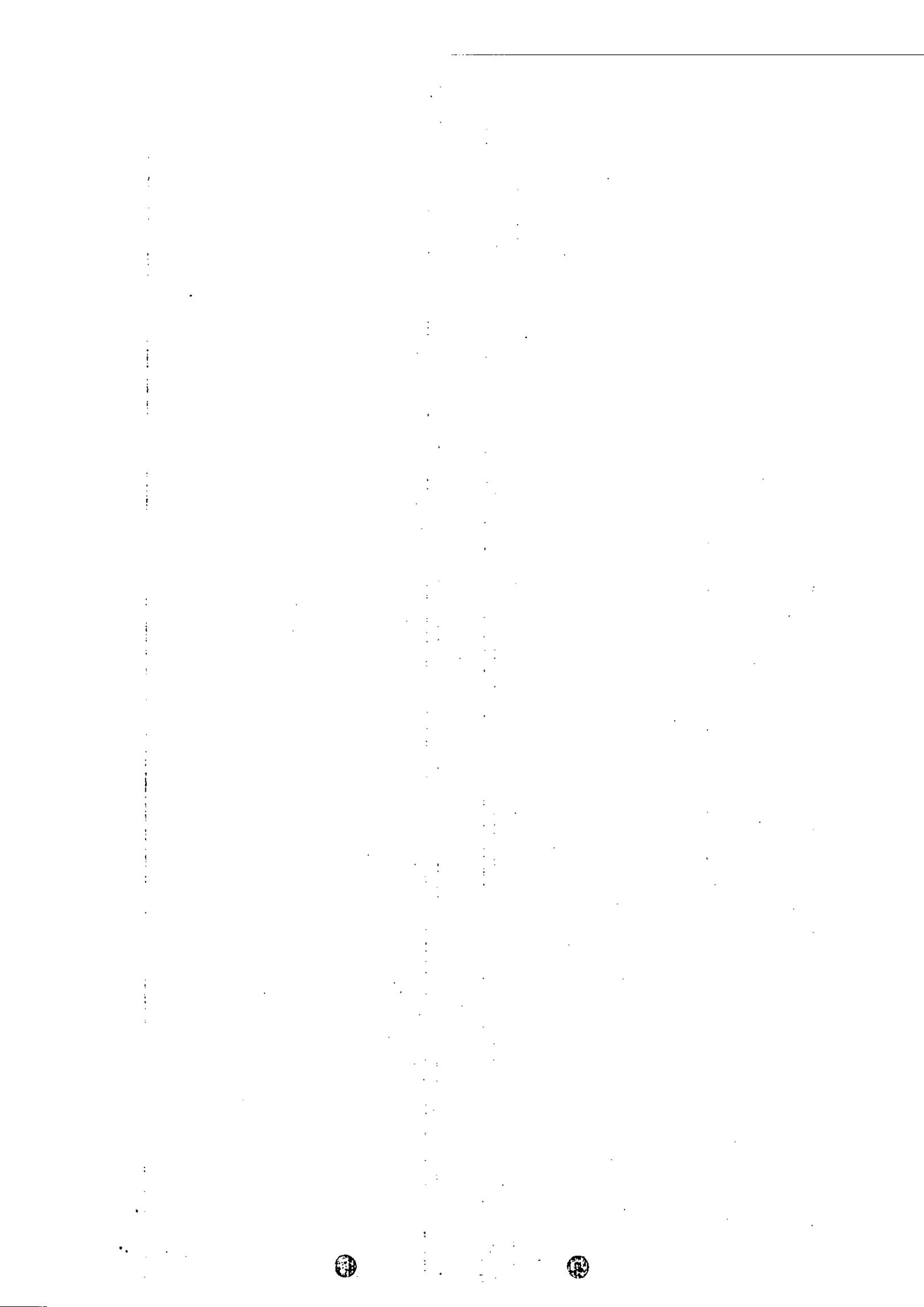
At Providence in said County on this 22th day of June, 1997, personally appeared before me F. [Signature]

[Signature], who being by me first duly sworn, declared that he/she is the Secretary of Eagle Tool, Inc.

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

(NOTARIAL SEAL)

Mary E. Hanson
Notary Public
My Commission expires 7/24/97



FIFTH: The aggregate number of shares which the Corporation shall have authority to issue is:

- (a) One Hundred shares of new Class "A" common stock with \$1.00 par value;
- (b) Five Hundred shares of new Class "B" common stock with \$1.00 par value and without voting rights; and
- (c) Six Hundred shares of Preferred Stock with a par value of \$1,000.00, a thirteen per cent non-cumulative dividend rate, and voting rights.

The designations and the powers, preferences and rights, and the qualifications, limitation and restrictions thereon are as follows:

(1) The holders of the Preferred Stock shall be entitled to receive when and as declared by the Corporation from surplus or net profits, preferential yearly dividends at the rate of thirteen per cent (13%) per share, payable in such installments as the Corporation may determine. Such dividends shall not be cumulative but shall be paid before any dividends shall be declared, set apart or paid on the class "A" and class "B" common stock. After such dividends on the preferred stock shall have been declared and set apart or paid, and not otherwise, dividends on the common stock may be declared by the Corporation and paid out of surplus or net profits.

(2) The Corporation may call the preferred stock for retirement in whole or in part from time to time or at any time the price of \$1,000.00 per share upon the mailing of notice of such call and proposed retirement at least 30 days before such date of retirement to each holder of such Preferred Stock so to be called at his address as registered on the books of the Corporation. If a part of the outstanding Preferred Stock is to be called, the shares to be called and retired shall be determined by lot or pro rata in such manner as the Corporation shall determine. If such notice be given, the holders of the shares of Preferred Stock so called shall, on and after the date specified in said notice, cease to be shareholders with respect to such shares and shall have no rights in or against the Corporation and no other rights except to receive the retirement price and no dividends on the Preferred Stock so called shall accrue after the date fixed for retirement.

(3) Upon any liquidation, dissolution or winding up whether voluntary or involuntary, of the Corporation, and after the payment of all corporate debts, the holders of

the Preferred Stock shall be entitled to be paid in full the amount of \$1,000.00 per share and no more, before any payment shall be made to the holders of the common stock and any remaining shares and funds of the Corporation shall be distributed pro rata among the holders of the common stock in accordance with their respective holdings.

(4) The shares of the Preferred Stock are not subject or entitled to the operation of a retirement or sinking fund.
