

Filing fee: \$20.00

State of Rhode Island and Providence Plantations

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
COGEN'S, 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 COGEN'S, INC.

SECOND: The shareholders of the corporation on *September*, 1981, 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)]

FIFTH: The Total amount of authorized capital stock of said corporation, with par value, shall be none.

The Total number of shares of capital stock authorized, without par value, shall be One Thousand (1000) shares of Common Stock and no shares of Preferred Stock.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 100 ; and the number of shares entitled to vote thereon was 100

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>
--------------	-------------------------

N O N E

FIFTH: The number of shares voted for such amendment was 100 ; 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>

N O N E

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)

Each existing share shall be exchanged for 10 shares; and fractional shares thereafter resulting shall be cancelled if less than .5 shares, or exchanged for 1 share if equal to or more than .5 shares.

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)

N O C H A N G E

Dated September 1, 1981

COGEN'S, INC.

By Joseph A. Cohen
Its President
and Norman J. Bolotow
Its Secretary

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

} Sc.

At Providence in said county on this 1st day of September, 19 81, personally appeared before me Leo Joseph Cohen, who, being by me first duly sworn, declared that he is the President of Cogen's, Inc.

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

Norman J. Balotow
Notary Public
Notary Public

(NOTARIAL SEAL)

332

.....3000
6116A14.....300081
9255

SEP 25 1981