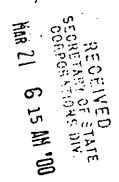
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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION



ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

(To Be Filed In Duplicate Original)

Pursuant to t	he provisions	of Section	7-1.1-56	of the	General	Laws,	1956.	ás amei	nded, t	he ι	undersigned	corporation
adopts the fol	owing Articles	s of Amendr	nent to its	Article	s of Incor	poratio	n:					

1.	he name of the corporation is Marshall Electric Company							
2.	The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation)							
	n January 27, 2000 , in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended,							
	dopted the following amendment(s) to the Articles of Incorporation:							
-								
	(If additional space is required, please list on separate attachment)							
	"No holder of stock of a corporation may transfer any of such stock without first offering it to the							
	corporation at its then book value unless said proposed transfer is being made by Aldo Testa to his spouse,							
	issue, or a trust benefitting either his spouse or his issue. Said offer shall be in writing addressed and							
	delivered to the Secretary of the corporation or in case the stockholder making such offer be the Secretary,							
	then to the President, and shall include a true statement of the names and addresses of the persons to whom							
	said stockholder intends to transfer such stock if his said offer is not accepted by the corporation.							
	The stockholder offering the stock shall not be entitled to vote at any meeting called for the purpose							
	of considering such offer. No transfer of any of the stock so offered shall be made until after the expiration							
	of the period of thirty (30) days. In the event that the corporation shall reject said offer or shall fail to							
	accept the same within said thirty (30) day period said stockholder may sell and transfer said stock at a							
	price to be stated therein and to the person or persons specified in said notice provided that if said							
	sale and transfer is not completed within six (6) months after the expiration of said thirty (30) day period,							
	said stockholder must again comply with the provisions of this paragraph. Any sale or transfer contrary to							
	the foregoing provisions shall be void. For the purposes of this provision the words 'holder of stock of the							
	corporation shall include stockholders, their heirs and assigns."							
	corporation shall include stockholders, their helfs and assigns.							
3.	he number of shares of the corporation outstanding at the time of such adoption was							
4.	the designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (happlicable, insert "none.")							
	<u>Class</u> <u>Number of Shares</u>							
	common stock, \$1.00 par value							

Form No. 101 .. Revised<u>...</u> 01/99 ; and the number of shares voted The number of shares voted for such amendment was against such amendment was 0 6. 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.") Number of Shares Voted For Against Class 0 175 common stock, \$1.00 par value 7. 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 amendment. 8. The manner in which such amendment effects a change in the amount of stated capital, and the amount (expressed in dollars) of stated capital as changed by such amendment, are as follows: (If no change, so state) No change 9. As required by Section 7-1.1-57 of the General Laws, the corporation has paid all fees and franchise taxes. 10. Date when amendment is to become effective Date of filing. (not prior to, nor more than 30 days after, the filing of these articles of amendment) Date: 3/20/2000 Marshall Flectric Company Print Corporate Name FILED Vice President (check one) MAR 21 2000 Assistant Secretary (check one) STATE OF Rhode Island COUNTY OF Providence In Providence, on this 20th day of MARCH. Description personally appeared before me ALOO TESTA and MARY LOUISE Soares who, being by me first duly sworn, declared that he/she is the President and Secretary of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

My Commission Expires: 9-2-200

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