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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

RECEIVED  
STATE  
SECRETARY OF STATE  
CORPORATIONS DIV.  
MAR 21 6 15 AM '00

**BUSINESS CORPORATION**

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
(To Be Filed In Duplicate Original)**

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:

1. The 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)  
on January 27, 2000, 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:

*(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."

3. The number of shares of the corporation outstanding at the time of such adoption was 175; and the number of shares entitled to vote thereon was 175
4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (If inapplicable, insert "none.")

Class	Number of Shares
common stock, \$1.00 par value	175

5. The number of shares voted for such amendment was 175; and the number of shares voted 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.")

Class	Number of Shares Voted	
	For	Against
common stock, \$1.00 par value	175	0

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 Electric Company  
Print Corporate Name

**FILED**

**MAR 21 2000**

By MD 240530

By *Alvin J. [Signature]*  
☒ President or ☐ Vice President (check one)

**AND**  
By *Mary Louise Soares*  
☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF Rhode Island  
COUNTY OF Providence

In Providence, on this 20th day of MARCH, 2000 personally appeared before me ALDO 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.

*Eleann L. [Signature]*  
Notary Public  
My Commission Expires: 9-2-2001