

Filing Fee: \$50.00

Corp. I.D. #

17493

State of Rhode Island and Providence Plantations

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

PERSPECTIVES CORPORATION

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 PERSPECTIVES CORPORATION

SECOND: The shareholders of the corporation on December 20, 1993, 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)]

Article SIXTH of the Articles of Incorporation is hereby amended in its entirety to read as set forth on Exhibit A to these Articles of Amendment.

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> |
|--------------|-------------------------|
| Common | - 100 - |

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> |
| Common | -100- | -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 December 20, 1993

PERSPECTIVES CORPORATION

By *Neil Chappell*
 Its President
 and *Joyce C. Russell*
 Its Secretary

STATE OF RHODE ISLAND

COUNTY OF Washington } Sc.

At North Kingstown in said county on this 20th day of December, 1993, personally appeared before me David C. Russell, who, being by me first duly sworn, declared that he/she is the President of Perspectives

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

Ridley H. Pocock
Notary Public

(NOTARIAL SEAL)



My commission expires 7/12/95.

FILED

DEC 21 1995

By AMT#29
114249

DEC 21 1995
STATE OF
NEW YORK

**EXHIBIT A TO THE ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF PERSPECTIVES CORPORATION**

"SIXTH. Provisions (if any) for the regulations of the internal affairs of the corporation:

(a) Action by the stockholders pursuant to Rhode Island General Laws, (1956), as amended, Section 7-1.1-30.3(b) is hereby authorized.

(b) No director or stockholder undertaking to exercise the responsibilities of a director shall have personal liability to the corporation or to its stockholders for monetary damages for breach of such director's or stockholder's duty as a director or, in the case of a stockholder, duty as a person undertaking to exercise the responsibilities of a director; provided that this provision shall not eliminate or limit the liability of such director or stockholder for: (i) any breach of such director's or stockholder's duty of loyalty to the corporation or its stockholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) liability imposed pursuant to the provisions of Rhode Island General Laws §7-1.1-43; or (iv) any transaction from which such director or stockholder derived an improper personal benefit (unless said transaction is permitted by Rhode Island General Laws §7-1.1-37.1)."

/exapersp