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ID Number: 990

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

FILED
DEC 31 1997
By [signature]

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SECRETARY OF STATE

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

ANCHOR INSULATION CO., 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:

1. The name of the corporation is Anchor Insulation Co., Inc.

2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on June 29, 19 97, 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)]
(If additional space is required, please list on separate attachment)

See Exhibit A attached hereto.

3. The number of shares of the corporation outstanding at the time of such adoption was -51-; and the number of shares entitled to vote thereon was -51-.

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	-51-

Form No. 12A
Revised 3/97

EXHIBIT A

TO THE ARTICLES OF AMENDMENT OF THE ARTICLES OF INCORPORATION OF ANCHOR INSULATION, CO., INC.

"FOURTH: That the total number of authorized shares which the Corporation shall have authority to issue is 8,000 shares of $.01 par value common stock, of which: (i) 1,600 shares shall be deemed to be Class A Voting Common Stock, with a par value of $.01 per share ("Class A Common Stock") and (ii) 6,400 shares shall be deemed to be Class B Non-Voting Common Stock, with a par value of $.01 per share ("Class B Common Stock").

I. Description of Classes of Stock.

The relative rights, preferences, and limitations of the Class A Common Stock and the Class B Common Stock are identical in all respects, except that the voting power for the election of officers and for all other purposes is vested exclusively in the holders of the Class A Common Stock, and except as otherwise provided herein or required by law, the holders of the Class B Common Stock are not to have any voting power or be entitled to receive notice of meetings of shareholders. In all matters in which they have a right to vote, the holders of voting common stock have one (1) vote per share.

II. Legend

Each certificate of Class A Common Stock and Class B Common Stock issued pursuant to the terms of this ARTICLE FOURTH shall bear the legend:

THE TRANSFER OF THIS CERTIFICATE IS SUBJECT TO THE RIGHT OF FIRST REFUSAL IN FAVOR OF THE CORPORATION PURSUANT TO ARTICLE V, SECTION 5 OF THE BYLAWS OF THE CORPORATION."

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