

Filing Fee \$50.00



Corp. I.D. #

4599

State of Rhode Island and Providence Plantations

Office of The Secretary of State  
100 North Main Street  
Providence, Rhode Island  
02903-1335

PLEASE TAKE NOTICE that the corporation must be in good standing prior to filing

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF**

**COMPENSATION PLANNING ASSOCIATES, 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 Compensation Planning Associates, Inc.

**SECOND:** The shareholders of the corporation on September 1, 1998, 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)]

The name of the Corporation shall be permanently changed to now read:

Compensation Planning Inc.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 500; and the number of shares entitled to vote thereon was 500.

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>
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NONE

FIFTH: The number of shares voted for such amendment was 500; 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>

NONE

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 8/31, 1998

By Jeffrey A. Brown  
Its Jeffrey A. Brown President or Vice President  
and Jeffrey A. Brown  
Its Jeffrey A. Brown Secretary or Assistant Secretary

STATE OF RHODE ISLAND

COUNTY OF Kent

} Sc.

At ..... Warwick, RI ..... in said County on this ..... 31st ..... day  
of ..... August ..... 19..98., personally appeared before  
me, Jeffrey A. Brown .....

....., who being by me first duly sworn, declared that he/she is the .....  
..... President ..... of Compensation Planning Associates, Inc. ....

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

(NOTARIAL SEAL)

..... Linda J. Spencer .....  
Notary Public  
Expires 11/6/01

FILED

SEP 01 1998

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