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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)

OCT 31 3 35 PM '00
STATE OF RHODE ISLAND
CORPORATIONS DIVISION

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 Liquid Blue, Inc.
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on October 31, 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:

[Insert Amendment(s)]

(If additional space is required, please list on separate attachment)

Article FOURTH is hereby revoked in its entirety and the following substituted in its place:

FOURTH: The total number of shares of capital stock authorized, \$1.00 par value, shall be eight thousand (8000) shares of which four thousand (4000) shares shall be designated "Class A Common Stock" and four thousand (4000) shall be designated "Class B Common Stock." The relative rights, privileges, and limitations of Class A Common Stock and Class B Common Stock shall be identical in all respects, except that the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the Class A Common Stock and, except as otherwise required by law, the holders of the Class B Common Stock shall not have voting power or be entitled to receive any notice of meetings of stockholders.

3. The number of shares of the corporation outstanding at the time of such adoption was 300; and the number of shares entitled to vote thereon was 300.
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.")

None	Class	Number of Shares

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By [Signature] 252996

5. The number of shares voted for such amendment was 300; 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
None		

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)

None

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)

None

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 October 31, 2000

(not prior to, nor more than 30 days after, the filing of these articles of amendment)

Date: 10-31-00

Liquid Blue, Inc.

Print Corporate Name

By



President

or



Vice President

(check one)

By



Secretary

or



Assistant Secretary (check one)

STATE OF Rhode Island
COUNTY OF Providence

In Providence, on this 30th day of October, 2000 personally appeared before me PAUL ROLD DUBIS who, being by me first duly sworn, declared that he/she is the 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.

Notary Public

My Commission Expires: 8/17/01