

State of Rhode Island and Providence Plantations

CERTIFICATE OF FOREIGN CORPORATION

To be filed in the office of the SECRETARY OF STATE, PROVIDENCE, by a foreign corporation as a CONDITION PRECEDENT to carrying on business within the State of Rhode Island, together with a certified copy of its Charter, Articles of Association, etc., and all amendments thereto, and a written Power of Attorney; in accordance with the provisions of § 7-2-23 of the GENERAL LAWS OF RHODE ISLAND. (Fee to General Treasurer, precedent to filing, \$85.00.)

The Providence and Worcester Company
a corporation created under the laws of the State of Delaware
does hereby file the following certificate as required by § 7-2-23 of the General Laws:—

- (a) Name of Corporation Providence and Worcester Company
(b) Location of Place of Business
or Principal Office in Rhode Island 94 Dexter Road, East Providence, R. I.
(No., Street, City or Town)
(c) Character of Business Railroad

(d) Total Amount of CAPITAL STOCK, with Par Value, Authorized, \$ 7,000,000.
Total NUMBER OF SHARES, without Par Value, Authorized, none
Amount of COMMON STOCK, with Par Value, Authorized, \$ 7,000,000

Number of Shares of COMMON STOCK, without Par Value, Authorized, none

Amount of PREFERRED STOCK, with Par Value, Authorized, \$ none

Total Amount of CAPITAL STOCK, with Par Value, Issued and Outstanding, \$ 3,500,000
Total NUMBER OF SHARES, without Par Value, Issued and Outstanding, none
Amount of COMMON STOCK, with Par Value, Issued and Outstanding, \$ 3,500,000

No. of Shares of COMMON STOCK, without Par Value, Issued and Outstanding, none

Amount of PREFERRED STOCK, with Par Value, Issued and Outstanding, \$ none

(c) Names and Addresses of all Directors, and Dates of Expiration of Terms of Office:

NAME.	ADDRESS.	TERM EXPIRES.
Robert H. Eder	94 Dexter Road, East Providence, R. I.	4-29-70
Joseph R. DiStefano	94 Dexter Road, East Providence, R. I.	4-29-70
Raymond D. Finizia	34 John St., East Providence, R. I.	4-29-70
David B. Graham	48 Highland St., Berlin, Massachusetts	4-29-70
Thomas S. Hale	5 Point Crescent, Whitestone, N. Y.	4-29-70
Ernest Malo	495 Post Road, Warwick, R. I.	4-29-70
Morris E. Laird	94 Brook Terrace, Mason City, Iowa	4-29-70

Names and Addresses of all Officers, and Dates of Expiration of Term of Office:—

OFFICE.	NAME.	ADDRESS.	TERM EXPIRES.
President	Robert H. Eder	94 Dexter Road, East Prov. R. I.	4-29-70
Secretary	Joseph R. DiStefano	94 Dexter Road, East Prov. R. I.	4-29-70
Treasurer	Ernest Malo	495 Post Road, Warwick, R. I.	4-29-70

(f) Date Appointed for Next Annual Meeting of Stockholders April 29 1970

We, the undersigned officers of Providence and Worcester Company,

do hereby certify the foregoing statements to be correct.

Attest:

Robert H. Eder
President (for Vice-President)

Joseph R. DiStefano
Secretary (for Treasurer)

STATE OF Rhode Island }

COUNTY OF Providence }

In the City } of East Providence in said

County and State, on this 1st day of August A. D. 1969,
subscribed and sworn to before me

Notary Public
Notary Public

CERTIFICATE
OF

Providence and Worcester

Company

A Corporation Incorporated Under the
Laws of the State of

Delaware

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

AUG 15 1969

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State of Delaware

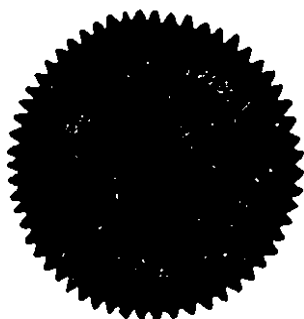


Office of Secretary of State

J. Eugene Bunting, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Agreement of Merger of the "PROVIDENCE AND WORCESTER
RAILROAD COMPANY", a corporation organized and existing under the
laws of the State of Rhode Island and the Commonwealth of Massachusetts,
merging with and into the "PROVIDENCE AND WORCESTER COMPANY", a corpora-
tion organized and existing under the laws of the State of Delaware,
under the name of "PROVIDENCE AND WORCESTER COMPANY", as received and
filed in this office the twenty-fifth day of July, A.D. 1969, at 9
o'clock A.M.;

And I do hereby further certify that the aforesaid Corporation
shall be governed by the laws of the State of Delaware.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this _____ *day*
of _____ *August* _____ *in the year of our Lord*
one thousand nine hundred and _____ *sixty-nine.*



Eugene Bunting

Secretary of State

R. A. Caldwell

Acting Secretary of State