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State of Rhode Island and Providence Plantations

ARTICLES OF AMENDMENT TO THE ~~ARTICLES OF INCORPORATION~~ CHARTER OF

Providence and Worcester Railroad Company

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~~ Charter:

FIRST: The name of the corporation is Providence and Worcester Railroad Company

SECOND: The shareholders of the corporation on April 28, 19 93, 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~~ Charter:

[Insert Amendment(s)]

Section 4 of the Charter of the Company be amended by adding a new paragraph at the end thereof, reading as follows:

"The Board of Directors may, at any time and from time to time, authorize the execution by the chairman or the president and the secretary or any assistant secretary of the Company and the filing with the Rhode Island Secretary of State of articles of amendment of the charter of the Company evidencing an increase in the authorized shares of Common Stock of the Company over and above the number of such shares authorized as provided above, provided, that no such articles of amendment shall provide for authorized shares of Common Stock in excess of a total of 30,000,000 shares. Until such articles of amendments are executed and filed as herein provided, the number of shares of Common Stock of the Company authorized by the charter shall be deemed to be limited to the number specified in the latest amendment relating thereto filed with the Rhode Island Secretary of State."

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THIRD: The number of shares of the corporation outstanding at the time of such adoption was 2,024,217 ; and the number of shares entitled to vote thereon was 2,024,217

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	1,378,019
Preferred	646,198

FIFTH: The number of shares voted for such amendment was 1,585,464 ; and the number of shares voted against such amendment was 90,272

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	1,054,416	86,863
Preferred	531,048	3,409

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 May 17, 1993

Providence and Worcester Railroad Company
By *Orville R. Edmunds*
Its President
and *Wesley J. Edmonds*
Its Secretary

MASSACHUSETTS
STATE OF ~~RHODE ISLAND~~ } SC.
COUNTY OF ~~Worcester~~

At ~~Worcester, Mass.~~ in said county on this 19th day of
May, 1993, personally appeared before me Orville
R. Harold, who, being by me first duly sworn, declared that he is the
President of Providence and Worcester Railroad Company.

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

(NOTARIAL SEAL)

Jayce S. Brown
Notary Public
My Commission Expires 4/1/99