Filing Fee $30.00

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 January 25, 19 84, 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)]

The act entitled "An Act to Incorporate the Eastern Securities Corporation," passed at the January Session, A.D. 1969, of the Rhode Island General Assembly, as heretofore amended, is hereby amended to read, in its entirety, as follows:

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 700; and the number of shares entitled to vote thereon was 700

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")

Class	Number of Shares
NONE	

FIFTH: The number of shares voted for such amendment was 700; 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")

	Number of Shares Voted	
Class	For	Against
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 January 25, 1984

PROVIDENCE AND WORCESTER RAILROAD COMPANY

By [signature]

Its President

and Joseph R. Di Stefano

Its Secretary

STATE OF RHODE ISLAND } Sc.
COUNTY OF PROVIDENCE

At Woonsocket in said county on this 25th day of January, 1984, personally appeared before me Orville R. Harrold, 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.

Notary Public

(NOTARIAL SEAL)

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Section 1. The name of the corporation is Providence and Worcester Railroad Company.

Section 2. The period of its duration is perpetual.

Section 3. Said corporation is formed for the purpose and shall have the power to conduct a general railroad business in the state of Rhode Island and in all states of the United States; to survey, build, own, lease, acquire, mortgage, operate, and maintain and sell or otherwise dispose of a line or lines of railroad for the purpose of carrying and transporting freight, passengers, baggage, mail and express, and to do a general railroad business for hire and for toll; to purchase, construct, own, maintain and operate wharves, bridges and trestles, and to lay rails and operate railroads thereon; to purchase, construct, own, maintain and operate in connection therewith ferries, vessels, ships, steamers, barges, docks, slips and landings, and discharging places for freight and passenger traffic; to purchase, sell, lease, mortgage, hold and operate all classes of real estate; and to purchase, sell, mortgage, hold, control, and operate easements, franchises, roads and rights-of-way; to construct power plants; to construct and operate common carrier pipelines for hire and for toll in the state of Rhode Island and in all states of the United States; to buy, own, build, maintain, lease and sell, mortgage or otherwise dispose of plants for the manufacture and repair of engines, motors, cars, trucks and rolling stock of all kinds and machinery and mechanical devices of every kind and nature for the furtherance of the purposes herein stated; to do, either as principal or agent and either alone or through subsidiaries or in connection with other persons, firms, associations or corporations, all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any one or more of the purposes herein enumerated or designed directly or indirectly to promote the interests of the corporation or to enhance the value of its properties; and in general to engage in any lawful act or activity for which corporations may now or hereafter be organized under the general laws of Rhode Island. In addition to the foregoing, the corporation shall have all powers granted to business corporations pursuant to Section 7-1.1-4 of the General Laws, 1956, as amended.

Section 4. The aggregate number of shares which the corporation has authority to issue is Seven Hundred Thousand (700,000), each share having One Dollar ($1.00) par value.

Section 5. Existing provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are:

Shareholders shall have no preemptive right to acquire unissued or treasury shares of any class or securities convertible into shares or carrying a right to subscribe to or acquire shares.

Section 6. Existing provisions of the charter for the regulation of the internal affairs of the corporation are:

Pursuant to Section 7-1.1-30.3(2) of the General Laws, 1956, as amended, and except for actions pursuant to Sections 7-1.1-67, 7-1.1-70.1 or 7-1.1-72 of the General Laws, 1956, as amended, whenever the vote of the shareholders at a meeting thereof is required or permitted to be taken for and in connection with any corporate action, such action may be taken without a meeting by the written consent of the shareholders entitled to vote thereon if the shareholders who so consent would be entitled to cast at least the minimum number of votes which would be required to take such action at a meeting at which all shareholders entitled to vote thereon are present. Prompt notice of such action shall be given to all shareholders who would have been entitled to vote upon the action if such meeting were held.

The Board of Directors shall have no power or authority to amend or repeal the corporation's by-laws.

Section 7. The provisions of the General Laws of the State of Rhode Island (including any general act or acts providing for the organization and government of corporations, and specifically chapter 1.1 of title 7 of the General Laws entitled "Rhode Island Business Corporation Act"), as they presently exist or as they may hereafter be enacted or amended from time to time, shall be applicable to this corporation, provided, however, that in the event of inconsistency between the provisions of the act entitled "An Act to Incorporate the Eastern Securities Corporation," passed at the January Session, A.D. 1969, of the Rhode Island General Assembly, as amended (the "Act"), and the provisions of any other acts or parts of acts, public or private, the provisions of the Act shall prevail.