

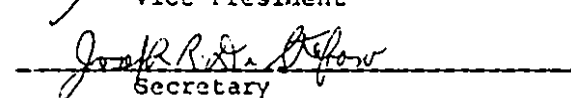
STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

CERTIFICATE OF AMENDMENT
TO THE CHARTER
OF
P&W INDUSTRIES, INC.

The undersigned, as the Vice President and the Secretary, respectively, of P&W Industries, Inc., a Rhode Island corporation, organized pursuant to an 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 (the "Act"), do hereby certify that pursuant to the provisions of Section 5 of the Act, the Board of Directors of said corporation on September 24, 1976, by unanimous vote, adjusted the voting rights of the capital stock of said corporation by amending the first sentence of the second paragraph of said Section 5 to read as follows:

"At all meetings of stockholders, annual or special, and for whatever purpose, each stockholder shall be entitled to one vote for every share owned by him, not exceeding one thousand shares; and twenty votes for every four hundred shares more than one thousand owned by him; provided, that no stockholder shall be entitled to vote upon more than one-fourth part of the whole number of outstanding shares, unless as proxy for other stockholders, and any stockholder may have a right to vote by proxy duly authorized in writing."

IN WITNESS WHEREOF, the undersigned have executed this certificate in their capacities as Vice President and Secretary, respectively, of P&W Industries, Inc., this 24th day of September, 1976.


Vice President

Secretary

STATE OF RHODE ISLAND)
) Sc.
COUNTY OF PROVIDENCE)

At East Providence in said county on this 24th day of September, 1976, personally appeared before me Raymond D. Finizia and Joseph R. Di Stefano, who, being by me first duly sworn, declared that they are respectively the Vice President and the Secretary of P&W Industries, Inc., that they signed the foregoing document as Vice President and Secretary, respectively, of the corporation, and that the statements therein contained are true.

Marguerite F. Woods
Notary Public
My Commission Expires June 30, 1981

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② 11:20 AM.

HINGCKLEY, ALLEN, SALISBURY & PARSONS
COUNSELORS AT LAW
2200 INDUSTRIAL BANK BUILDING
PROVIDENCE, RHODE ISLAND
02903