Filing fee: $20.00

State of Rhode Island and Providence Plantations

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

PROVIDENCE AND WORCESTER RAILROAD COMPANY
(Formerly Eastern Securities Corporation)

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 September 24, 1976, 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)]

"RESOLVED: That Section 1 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 heretofore amended (the 'Act'), be and it hereby is further amended by changing the name of the corporation as therein stated from Providence and Worcester Railroad Company to P&W Industries, Inc.

"RESOLVED: That the first sentence of Section 3 of the Act be and it hereby is amended to read as follows:

> 'The capital stock of said corporation shall consist of seven hundred thousand (700,000) shares of common stock having a par value of One Dollar ($1.00) each.' "

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 35 : and the number of shares entitled to vote thereon was 35

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
Common Stock, no par value	35

FIFTH: The number of shares voted for such amendment was 35 ; and the number of shares voted against such amendment was None .

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
Common Stock, no par value	35	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 September 24 , 1976

PROVIDENCE AND WORCESTER RAILROAD COMPANY

By Raymond D. Finizia

Its Vice President

and Joseph R. DiStefano

Its 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, who, being by me first duly sworn, declared that he is the Vice President of Providence and Worcester Railroad Company,

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

Marguerite F. Edwards
Notary Public

(NOTARIAL SEAL)

My Commission Expires June 30, 1981

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@11:15AM

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