

Filing Fee \$30.00

State of Rhode Island and Providence Plantations

**DUPLICATE ORIGINAL OF
ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF**

UNIPAS INCORPORATED

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:

FIRST: The name of the corporation is Unipas Incorporated

SECOND: The shareholders of the corporation on November 19, 1979, 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:

[Insert Amendment(s)]

That the present authorized capital stock of this Corporation, consisting of 600 Shares Common without par and 1 share Preferred, with par value \$100 be increased and changed to 400 shares Common without par value, 500 shares Preferred, without par value, and that in respect thereof the Articles of Incorporation of this Corporation be amended by striking out the description of the capital stock contained in Article Fifth thereof and substituting the following:

There shall be two (2) classes of stock as follows:

400 shares of Common stock without par value
500 shares of Preferred stock without par value

Both common and preferred stock shall be voting stock, and shall be identical in every respect, except as follows: The holders of preferred stock shall be entitled to receive, when, as and if declared by the Board of Directors, non-cumulative dividends at the rate of five percent (5%). No dividends shall at any time be paid upon the common stock unless and until all dividends declared upon the preferred stock remaining unpaid shall have been or simultaneously are paid or provided for in full. In the event of liquidation or dissolution, the holders of the preferred stock shall be entitled to be paid \$400 for each share of preferred stock held by them, together with any dividends declared thereon remaining unpaid, before any distribution or payment of the assets of the corporation shall be made or set aside for the holders of the common stock. After such payments to the holders of the preferred stock, the preferred stockholders as such shall not have any right to participate in the distribution of the remaining assets of the corporation. The corporation may at any time and from time to time, at the option of the Board of Directors, redeem the whole or any part of the outstanding preferred stock at a price of Four Hundred Dollars (\$400.00) per share. Ten days' notice of said redemption shall be given in writing to each holder of the preferred stock to be redeemed at his address as it appears in the records of the corporation.

The restrictions on transfer of stock are as follows:

Any stockholder, including the heirs, assigns, executors or administrators of a deceased stockholder, desiring to sell or transfer any shares of common stock of this corporation owned by him or them, shall first offer said shares to the corporation through the Board of Directors in the manner following:

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	200

FIFTH: The number of shares voted for such amendment was 200;
and the number of shares voted against such amendment was Zero

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>
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)

That this Corporation issue to Mary T. White and Herbert S. Urbach, Trustees of The John H. White Grandchildren's Trusts 400 shares of common stock without par value of this Corporation at a price of seven dollars and fifty cents (\$7.50) per share, a total of three thousand dollars (\$3,000.00) to be paid for in cash at or before the time of the delivery of the stock certificate representing such shares; and further,

That this Corporation acquire from John H. White 200 shares of the common stock of this Corporation and in consideration for the transfer of said shares, this Corporation issue to said John H. White 500 shares of
/See 2A

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)

See "Second" and "Seventh" Articles of Amendment, above

Dated NOV 19, 1979

By Amara Incorporated
J.H. White
Its President
and Anthony G. Kramer
Its Secretary

STATE OF RHODE ISLAND

COUNTY OF *Kent*

} Sc.

At *Cranston*
November
White

in said county on this *19th* day of
November, 19*79*, personally appeared before me *John H*

White, who, being by me first duly sworn, declared that he is the *President*
of *Unipac Incorporated*

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

Notary G Kramer
Notary Public

(NOTARIAL SEAL)

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF AMENDMENT
TO ARTICLES OF INCORPORATION OF

I, _____ Secretary of State, hereby certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

_____ duly signed and verified pursuant to the provisions of Chapter 7-1.1 of the General
Laws, 1956, as amended, have been received in this office and are found to conform to law
and that the foregoing is a duplicate original of the Articles of Amendment.

Witness my hand and the seal of the State
of Rhode Island this _____ day of

19 .

Secretary of State

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[Handwritten signature]

He shall notify the Directors of his desire to sell or transfer by notice in writing, which notice shall contain the price at which he is willing to sell or transfer and the name of one arbitrator. The Directors may at any time within thirty days after receipt of the offer by notice in writing accept or reject the offer or elect to have a price determined by three arbitrators.

Failure by the Directors within said period of thirty days to either accept or reject said offer or to elect to have a price determined by arbitrators shall be deemed to be a rejection of the offer by the Directors.

If the Directors elect to accept the offer, the corporation shall purchase the shares within thirty days after the date of the notice of such election.

If the Directors elect to have a price determined by arbitrators, the notice shall name a second arbitrator. The two arbitrators so named shall name a third arbitrator. It shall then be the duty of the arbitrators to determine the value of the stock. If any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator. After the report of the arbitrators as to the value of the stock, the Directors shall have a period of thirty days in which to purchase the same at such valuation.

If the Directors (a) elect to accept the offer and the corporation fails to purchase the shares within thirty days after such election; or (b) elect to have a price determined by arbitrators and the corporation fails to purchase such shares within thirty days after such determination; or (c) reject the offer, expressly or by reason of their failure to either accept or reject the offer or to elect to have a price determined by arbitrators within thirty days after receipt of the offer, the owner of the stock may at any time during the period of sixty days thereafter dispose of the stock in any manner he may see fit.

No shares of stock shall be sold or transferred on the books of the corporation until these provisions have been complied with, but the Board of Directors may in any particular instance or instances waive these provisions with respect to any present or future sale or transfer including, without limiting the generality of the foregoing, a sale or transfer at a future date or upon the happening of a future event.

No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Corporation in its discretion may determine, without first offering the same, or any thereof, to any said holder.

preferred stock of this Corporation, and that proper officers of this Corporation be authorized and empowered upon receipt by this Corporation of a stock certificate representing 200 shares of common stock being transferred to this Corporation, duly endorsed to this Corporation, to deliver a stock certificate to John H. White representing 500 shares of preferred stock being issued to him.