State of DELAWARE

Office of SECRETARY OF STATE

I, Robert H. Reed, *Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of* Certificate of Amendment of the "INTERPACE CORPORATION", as received and filed in this office the sixth day of May, A.D. 1976, at 9 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand and official seal at Dover this* thirteenth *day of* May *in the year of our Lord one thousand nine hundred and* seventy-six.

Robert H. Reed *Secretary of State*

Grover A. Biddle *Assistant Secretary of State*

FORM 121

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

INTERPACE CORPORATION

INTERPACE CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of INTERPACE CORPORATION, duly held and convened, resolutions were duly adopted, setting forth a proposed amendment to the Certificate of Incorporation of said corporation and declaring said amendment advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

> RESOLVED, that, subject to the approval of the stockholders entitled to vote thereon, the Certificate of Incorporation of the Company, as heretofore amended, be further amended by striking out all of the first paragraph of Article Fourth thereof and substituting in lieu thereof a new first paragraph and a new Subsection B, Article Fourth as so amended to read in its entirety as follows:

FOURTH: The total authorized capital stock of the Corporation consists of 12,334,227 shares, of which number 334,227 are shares of 5% Cumulative Convertible Preferred Stock, Par Value $100 per share ("Preferred Stock"), 2,000,000 are shares of Preference Stock, Par Value $25 per share ("Preference Stock"), and 10,000,000 are shares of Common Stock, Par Value $1 per share ("Common Stock"). The designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of the Preferred Stock, the Preference Stock and the Common Stock shall be as follows:

A

Preferred Stock

1. Dividends. The holders of record of shares of Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors of the Corporation out of funds legally available therefor, cash dividends at the rate of but not exceeding 5% of the par value thereof per annum, payable quarterly on the first days of January, April, July and October of each year in preference to and in priority over dividends upon the Common Stock and all other shares junior to the Preferred Stock. Such dividends shall be cumulative from October 1, 1962.

So long as any shares of Preferred Stock are outstanding the Corporation shall not declare or pay any dividend (other than dividends payable in Common Stock or other shares junior to the Preferred Stock) on, or make any distribution of assets to any holder of, Common Stock or other shares junior to the Preferred Stock, or purchase directly or indirectly any Common Stock or such other shares junior to the Preferred Stock unless all dividends upon the Preferred Stock for all previous and the then current quarterly dividend period shall have been paid or declared and funds therefor set apart.

For the purpose of this Article FOURTH "shares junior to the Preferred Stock" shall mean shares of any class of the Corporation if the Preferred Stock has priority over such class with respect to dividend rights and liquidation rights.

2. Liquidation. Upon any dissolution, liquidation or winding up of the Corporation the holders of shares of Preferred Stock shall be entitled to receive, or to have deposited in trust for them as provided in Section 3 next following, out of the assets of the Corporation, whether from capital, surplus or from earnings, before any distribution of any assets shall be made to the holders of Common Stock or other shares junior to the Preferred Stock an amount which, in the case of involuntary dissolution, liquidation or winding up shall be equal to $100 per share plus accrued unpaid dividends to the date fixed for distribution, and in the case of voluntary dissolution, liquidation or winding up shall be an amount equal to the redemption price specified in Section 3, plus accrued unpaid dividends upon such

shares to the date of distribution. The holders of Preferred Stock shall be entitled to no further participation in any distribution. Neither the consolidation nor merger of the Corporation with or into any other corporation or corporations, nor the sale of all or substantially all its assets shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this Section.

3. Redemption: The Preferred Stock is not subject to redemption in whole or in part prior to August 1, 1972. On and after August 1, 1972 all or any of the shares of Preferred Stock are subject to redemption, in whole at any time or in part from time to time, at the option of the Corporation upon notice mailed not less than 30 days prior to the date fixed for such redemption, addressed to the holders of the Preferred Stock to be redeemed, at their registered addresses, appearing on the stock books of the Corporation, at the redemption price of $110 per share plus accrued unpaid dividends to the date fixed for redemption. In case less than all of the outstanding shares of Preferred Stock are to be redeemed, the shares so to be redeemed shall be selected by lot or by such other method as may be determined by the Board of Directors.

At any time after notice has been mailed as above required, the Corporation may deposit the aggregate redemption price of the shares of the Preferred Stock to be redeemed with any bank or trust company in New York, New York, having a capital and surplus of more than Five Million Dollars ($5,000,000) named in such notice, and direct that the same be paid to the respective holders of the shares of Preferred Stock so to be redeemed, in amounts equal to the redemption price of all shares of Preferred Stock to be redeemed, on endorsement and surrender of the stock certificate or certificates representing the shares to be redeemed. Upon the making of such deposit such holders shall cease to be shareholders with respect to such shares, and after such notice shall have been mailed and such deposit shall have been made such holders shall have no interest in or claim against the Corporation except to receive such moneys without interest, and except that the right of conversion set forth in Section 6 hereof shall cease and terminate only at the close of business on the day next preceding the date fixed for such redemption.

If the holders of shares of Preferred Stock which shall have been called for redemption shall not, within ten years after such deposit, claim the amount deposited for the redemption thereof, any such bank or trust company shall, upon demand, pay over to the Corporation such unclaimed amounts and interest thereon, if any, allowed by the bank or trust company, and thereupon such bank or trust company and the Corporation shall be relieved of all responsibility in respect thereof and to such holders.

The Corporation may also from time to time purchase or otherwise acquire shares of Preferred Stock in the open market or at private sale or in such other manner as the Board of Directors may determine.

The Corporation shall not redeem or purchase less than all of the shares of Preferred Stock outstanding at any time unless all dividends upon the Preferred Stock for all quarterly dividend periods ending prior to the date of such redemption or purchase shall have been paid or declared and funds therefor set apart.

4. Voting Rights: The holders of Preferred Stock shall be entitled to two votes for each share of such stock upon all questions presented to the shareholders of the Corporation. The Corporation shall not, without the affirmative vote or written consent of the holders of at least two-thirds of the Preferred Stock at the time outstanding (but so far as such holders are concerned, the Corporation may, with such affirmative vote or written consent):

(a) Increase the authorized number of shares of Preferred Stock or create any shares of any class having parity with or priority over the Preferred Stock as to dividends or assets.

(b) Change or repeal any of the express terms or provisions of the Preferred Stock, or of shares of any class having parity with or priority over the Preferred Stock as to dividends or assets, in any manner which adversely affects the holders of Preferred Stock.

If, at the date of any annual meeting of shareholders of the Corporation, the Corporation shall be in default in the payment of six or more quarterly dividends on the Preferred

Stock, the holders of Preferred Stock, voting as a class, shall be entitled, in addition to any other voting rights herein provided, to elect at such meeting two Directors to serve until the next annual meeting of shareholders. When all accrued unpaid dividends on the Preferred Stock shall have been paid or declared and funds set apart for payment, such right of the holders of Preferred Stock, voting as a class, to elect two Directors, shall expire, subject to becoming effective again in the event of future default in the payment of six or more quarterly dividends on the Preferred Stock. Whether or not the holders of the Preferred Stock shall at the time be entitled to elect two Directors as provided in this paragraph, any amendment to the Certificate of Incorporation changing or affecting the number of members of the Board of Directors shall not be deemed to be an adverse change with respect to the holders of Preferred Stock within the meaning of clause (b) above.

5. No Preemptive Rights: The holders of shares of Preferred Stock of the Corporation shall not, as such, have any preemptive or other right to subscribe for or purchase any shares of the capital stock of the Corporation of any class now or hereafter authorized or issued by the Corporation, or any securities convertible into such shares.

6. Conversion: All shares of Preferred Stock shall be convertible, at the option of the holders thereof, at any time, upon surrender to the Corporation of the certificates for the

shares so to be converted, into full-paid and non-assessable shares of Common Stock of the Corpration, at the rate of two and five-eighths shares of Common Stock for each share of Preferred Stock so surrendered for conversion; provided that in case of the call for redemption of any shares of Preferred Stock or the liquidation, dissolution or winding up of the affairs of the Corporation, such right of conversion shall cease and terminate (but, in the case of a redemption, only as to the shares designated for redemption) at the close of business on the day next preceding the date fixed for such redemption or liquidation, dissolution or winding up. Upon conversion the Corporation shall make no payment or adjustment on account of dividends accrued or in arrears on the Preferred Stock. Shares which shall be converted into shares of Common Stock may not be reissued.

The number of shares of Common Stock into which the shares of Preferred Stock shall be convertible shall be subject to adjustment from time to time in certain instances as follows:

(i) In case the Corporation shall take a record of the holders of its Common Stock for the purpose of entitling them to receive a dividend payable in Common Stock, or shall be recapitalized through the subdivision of its outstanding shares of Common Stock into a greater number of shares, the number of shares of Common Stock thereafter deliverable upon the conversion of each share of Preferred Stock shall be increased in proportion to the increase, through such dividend or subdivision, as the case may be, in the number of outstanding shares of Common Stock. Conversely, in case the Corporation shall be recapitalized through the combination of its outstanding shares of Common Stock into a smaller number of shares, the number of shares of Common Stock thereafter deliverable upon the conversion of each share of Preferred Stock shall be decreased in proportion to the decrease, through such combination, in the number of outstanding shares of Common Stock. If, upon any such recapitalization or by way of any such dividend, the Corporation shall make provision for the issue to the holders of its Common Stock of shares of stock or other securities convertible into or exchangeable for Common Stock, such shares of stock or other securities shall, for the foregoing purposes be treated as the maximum number of shares of Common Stock into which they are convertible or exchangeable.

(ii) In case the Corporation shall take a record of the holders of its Common Stock for the purpose of entitling them to subscribe for additional shares of Common Stock at a price per share less than the current market value per share of the Common Stock, the number of shares thereafter deliverable upon the conversion of each share of Preferred Stock shall be increased in the ratio which

(A) the sum of the number of shares of Common Stock outstanding at the time such record is taken and the number of additional shares of Common Stock so offered.

bears to

(B) the sum of the number of shares of Common Stock outstanding at the time such record is taken and the number of shares which the minimum aggregate price payable to the Corporation for the total number of shares so offered would purchase at the current market value per share of the Common Stock.

For the foregoing purposes, the current market value per share of the Common Stock shall be taken at the average of the daily closing prices for the thirty consecutive business days immediately preceding the day on which such record is taken. The closing price shall be the last sales price of the day, or in case no sale is made on that day, the average of the closing bid and asked prices for that day, as officially quoted by the New York Stock Exchange if the Common Stock is at the time listed thereon, or if it is not so listed, as officially quoted by any other exchange selected by the Corporation, upon which it is at the time listed, or, if it is not at the time listed on any exchange, as furnished by any New York Stock Exchange firm selected for the purpose from time to time by the Corporation and deemed by it to be reliable.

(iii) In case the Corporation shall take a record of the holders of its Common Stock for the purpose of entitling them to subscribe for shares of stock or other securities convertible into, exchangeable for, or carrying rights of purchase of, Common Stock, then, in each such case, for the purposes of the adjustment and the computation required by paragraph (ii) above, such shares of stock or other securities shall be treated as the maximum number of shares of Common Stock deliverable upon the exercise of such rights of conversion, exchange or purchase, and the price per share of such Common Stock, for the purpose of determining its relation to the current market value of the Common Stock, shall be deemed to be the quotient obtained by dividing:

(A) in the case of such stock or other securities so convertible or exchangeable, the total consideration payable to the Corporation for such stock or other securities, or

(B) in the case of such stock or other securities carrying such rights of purchase, but not so convertible or exchangeable, the total minimum additional amount, if any, thereafter payable to the Corporation upon the exercise in its entirety of such rights of purchase, by

(C) the maximum number of shares of Common Stock deliverable upon the exercise in entirety of such rights of conversion, exchange, or purchase.

(iv) The number of shares of Common Stock outstanding or issued, as the case may be at any given time, shall include shares of Common Stock issuable in respect of scrip certificates outstanding or issued, as the case may be, representing fractional interests with respect to the Common Stock and at the time still exchangeable for full shares of Common Stock.

B

Preference Stock

1. The Preference Stock may be issued, from time to time, in one or more series, with such designations, voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors. The Board of Directors, in such resolution or resolutions (a copy of which shall be filed and recorded as required by law), is also expressly authorized to fix:

(i) the distinctive serial designations and the division of such shares into series and the number of shares of a particular series, which may be increased or decreased, but not below the number of shares thereof then outstanding, by a certificate made, signed, filed and recorded as required by law;

(ii) the annual dividend rate for the particular series, and the date or dates from which dividends on all shares of such series shall be cumulative, if dividends on stock of the particular series shall be cumulative;

(iii) the redemption price or prices for the particular series;

(iv) the right, if any, of the holders of a particular series to convert such stock into other classes of stock, and the terms and conditions of such conversion to the extent not otherwise herein provided; and

(v) the obligation, if any, of the Corporation to purchase and retire and redeem shares of a particular series as a sinking fund or redemption or purchase account, the terms thereof and the redemption price or prices per share for such series redeemed pursuant to the sinking fund or redemption account, if shares so redeemed are to be redeemable at a price or prices other than the redemption price or prices for shares not so redeemed.

All shares of any one series of Preference Stock shall be alike in every particular and all series shall rank equally and be identical in all respects except insofar as they may vary with respect to the matters which the Board of Directors is hereby expressly authorized to determine in the resolution or resolutions providing for the issue of any series of the Preference Stock.

2. The rights of the holders of the Preference Stock shall in all respects be subordinate to the rights of the holders of the Preferred Stock and shall not in any way adversely affect the Preferred Stock. The rights and preferences of the Preference Stock shall in all respects be superior and prior to the rights of the Common Stock.

3. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, then, after distribution and payment in full to the holders of Preferred Stock of the sum of $100 per share, plus any accumulated and unpaid dividends at the rate of 5% per annum, but before any distribution or payment shall have been made to the holders of the Common Stock, the holders of the Preference Stock or each series shall be entitled to be paid, or to have set apart in trust for payment, an amount equal to that stated and expressed in the resolution or resolutions adopted by the Board of Directors which provide for the issue of such series, respectively. The remaining assets of the Corporation shall be distributed solely among the holders of Common Stock according to their respective shares.

C

Common Stock

The Common Stock shall be subject to the terms and provisions hereinabove set forth. Each share of Common Stock shall be equal to every other share of Common Stock. The holders of shares of Common Stock shall be entitled to one vote for each share of such stock upon all questions presented to the shareholders of the Corporation.

The holders of shares of Common Stock shall not, as such, have any preemptive or other right to subscribe for or purchase any shares of capital stock of the Corporation of any class now or hereafter authorized or issued by the Corporation, or any securities convertible into such shares.

D

The amount of capital stock with which this Corporation will commence business is the sum of Two Thousand Dollars ($2,000.00).

SECOND: That thereafter, pursuant to resolution of its Board of Directors, an annual meeting of stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of Delaware.

FOURTH: That the capital of said corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said INTERPACE CORPORATION has caused this certificate to be signed by its President and attested by its ~~AXXXXXXXXt~~ Secretary this 29 day of April, 1976.

INTERPACE CORPORATION

By WILLIAM R. HARTMAN
President

ATTEST:

By ROBERT R. BEHN
~~AXXXXXXXt~~ Secretary