

Office of Secretary of State.

I, Elisha C. Dukes, 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 Certificate of Incorporation of the
"EIGHTH TRANSPORTATION STATIONS, INC.", as received and filed in
this office the twenty-first day of October, A.D. 1963, at 9
o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this tenth *day*
of July *in the year of our Lord*
one thousand nine hundred and sixty-four.



Elisha C. Dukes

Secretary of State

[Signature]

Asst Secretary of State

CERTIFICATE OF AMENDMENT
of
CERTIFICATE OF INCORPORATION
of

EIGHTH TRANSPORTATION STATIONS, INC.
(Pursuant to Section 242 of the General Corporation
Law of the State of Delaware)

EIGHTH TRANSPORTATION STATIONS, INC.,

a corporation organized and existing under and by virtue of the laws of the State of Delaware (herein called the "Corporation") does hereby certify as follows:

FIRST: That upon the unanimous written consent of the holders of all of the outstanding shares of stock of the Corporation entitled to vote, which consent was given pursuant to the provisions of Section 228 of the Delaware General Corporation Law, the following amendments to the Certificate of Incorporation have been duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law:

1. Article I thereof is amended by deleting it in its entirety and by inserting in lieu thereof a new Article I to read as follows:

"The name of the Corporation is
NAXOS STATIONS, INC."

2. Article II thereof is amended by deleting it in its entirety and by inserting in lieu thereof a new Article II to read as follows:

"Its principal office in the State of Delaware is located at 506 Wilmington Trust Building, 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is Union Securities Corporation, 506 Wilmington Trust Building, 100 West Tenth Street, Wilmington, Delaware."

3. Article IX.1 thereof is amended by deleting it in its entirety and by inserting in lieu thereof a new Article IX.1 to read as follows:

I SECOND: The amendments set forth in Articles
II A. 1
~~FIRST, SECOND and NINTH (5)~~ above do not affect any change
in the issued shares of the Corporation, and the capital
of the Corporation will not be reduced under or by reason
of said amendments.

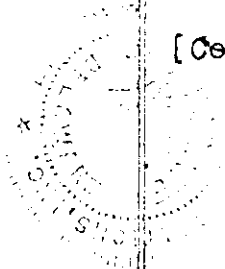
John T. Dooley, a Vice President, and

Augusta Colucci, an Assistant Secretary, this
2nd day of 11/4/, 1963.

Vice President

Assistant Secretary

[Corporate Seal]



STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

BE IT REMEMBERED, that on this 21st day of 11/47
1963, personally came before me, Beatrice Dyer Williams
a Notary Public in and for the County and State aforesaid,
duly commissioned and sworn to take acknowledgment or proof
of deeds, John T. Booth, Vice President of
EIGHTH TRANSPORTATION STATIONS, INC.,
a corporation of the State of Delaware, the corporation de-
scribed in the foregoing Certificate, known to me personally
to be such and to be the said John T. Booth
as such Vice President, duly executed said Certificate be-
fore me, and acknowledged the said Certificate to be his
act and deed and made on behalf of said corporation and that
the signatures of said Vice President and of the Assistant
Secretary to said foregoing Certificate of Amendment are in
the handwriting of the said Vice President and Assistant
Secretary of said corporation, respectively, and that the
seal affixed to said Certificate is the common or corporate
seal of said corporation, and that his act of sealing,
executing, acknowledging and delivering the said Certifi-
cate was duly authorized by the stockholders of said corpo-
ration.

IN WITNESS WHEREOF, I have hereunto set my hand
the day and year aforesaid.

Beatrice Dyer Williams
Notary Public

BEATRICE DYER WILLIAMS
Notary Public, State of New York
No. 24-4273503
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1965