

State of Delaware



Office of Secretary of State.

J. 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 the "HAMILTON MANAGEMENT CORPORATION",
as received and filed in this office the seventh day of April,
A.D. 1967, at 10 o'clock A.M.

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

J. Elisha C. Dukes

Secretary of State

H. L. Glavin

Asst. Secretary of State

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
HAMILTON MANAGEMENT CORPORATION

(Pursuant to Sections 228 and 242 of the General Corporation Law of the State of Delaware)

HAMILTON MANAGEMENT CORPORATION (hereinafter termed the "Corporation"), a corporation organized and existing under and by virtue of the laws of the State of Delaware, DOES HEREBY CERTIFY THAT:

1. In accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation duly adopted a resolution setting forth and declaring the advisability of the amendment of the Certificate of Incorporation, as now in force and effect, as hereinafter set forth, which amends ARTICLE FOURTH of the Certificate of Incorporation, and such amendment was consented to and authorized by the holders of all the issued and outstanding stock of the Corporation, entitled to vote, by a written consent filed with the Corporation.

2. Article FOURTH of the Certificate of Incorporation of the Corporation is hereby amended by striking out all of such Article FOURTH and substituting in lieu thereof the following:

"FOURTH: The total number of shares which the Corporation shall have authority to issue is two hundred fifty (250) shares of common stock of the par value of \$100 per share.

"No holder of stock of the Corporation of any class, whether now or hereafter authorized, shall have any pre-emptive or preferential or other right of subscription to any shares of any class of stock, or securities convertible into or evidencing the right to purchase stock of any class whatsoever, whether or not the stock in question be of the same class as may be held by such stockholder, and whether now or hereafter authorized and whether issued for cash, property, services or otherwise, other than such, if any, as the Board of Directors in its discretion may from time to time determine, and then only at such prices and on such terms and conditions as the Board of Directors may from time to time fix."

3. The above amendment has been duly adopted in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware, and the capital of the Corporation will not be reduced under or by reason of the amendment contained herein.

IN WITNESS WHEREOF, HAMILTON MANAGEMENT CORPORATION has caused its corporate seal to be hereunto affixed and this Certificate to be signed by Robert S. Davies, its Vice President, and James C. Swain, its Secretary, this 5th day of April, 1967.

HAMILTON MANAGEMENT CORPORATION

SEAL
1965
DELAWARE
~~XCORPORATION~~

HAMILTON MANAGEMENT CORPORATION

By *Robert S. Davies*
Vice President

By *James C. Swain*
Secretary

STATE OF COLORADO)
) ss.
CITY & COUNTY OF DENVER)

BE IT REMEMBERED that on this 5th day of April, 1967, personally came before me, a Notary Public in and for the County and State aforesaid, Robert S. Davies, Vice President of HAMILTON MANAGEMENT CORPORATION, a corporation organized under the laws of the State of Delaware, the Corporation described in and which executed the foregoing Certificate, known to me personally to be such, and he, the said Robert S.

Davies, as such Vice President, duly executed such Certificate before me and acknowledged such Certificate to be his act and deed and the act and deed of the Corporation; that the signatures of the Vice President and of the Secretary of the Corporation to the foregoing Certificate are in the handwriting of the Vice President and Secretary of the Corporation, respectively, and that the seal affixed to the Certificate is the common or corporate seal of the Corporation; and that his act of sealing, executing and delivering the Certificate was in all respects duly authorized by the Board of Directors and the stockholders of the Corporation.

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


Notary Public

My commission expires Oct. 13, 1968

BETTY H. PRILL
NOTARY PUBLIC
STATE OF COLORADO