

H

CERTIFICATE OF AMENDMENT
of
CERTIFICATE OF INCORPORATION
of
THE WESTERN UNION TELEGRAPH COMPANY

Pursuant to Section Thirty-Six of the Stock Corporation Law

The undersigned, being respectively the President and the Secretary of The Western Union Telegraph Company (a corporation organized under the laws of the State of New York) DO HEREBY CERTIFY as follows:

FIRST: The name of the Corporation is The Western Union Telegraph Company. The name under which it was originally incorporated is The New York and Mississippi Valley Printing Telegraph Company.

SECOND: The Certificate of Incorporation of the Corporation was filed in the office of the Secretary of State of the State of New York on April 8, 1851.

THIRD: The Certificate of Incorporation of the Corporation is hereby amended to effect one or more of the changes authorized in subdivision 2 of Section Thirty-Five of the Stock Corporation Law, to wit:

1. To increase the capital stock of the Corporation from \$17,500,000 to \$25,000,000.
2. To increase the authorized shares of Common Stock with a par value of \$2.50 each from 7,000,000 to 10,000,000.

FOURTH: The provisions of the Certificate of Incorporation as heretofore amended by certificate filed pursuant to law, which relate to the amount of the capital stock of the Corporation and the number and par value of the shares of which it consists (which provisions, among others, appear in the certificate filed pursuant to Section 36 of the Stock Corporation Law in the Department of State of the State of New York on May 17, 1955) are amended to read in full as follows:

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The amount of the capital stock of the Corporation is \$25,000,000, consisting of 10,000,000 shares of Common Stock with the par value of \$2.50 each.

IN WITNESS WHEREOF, we have subscribed this Certificate this 3rd day of August, 1961.

W. P. Marshall
President

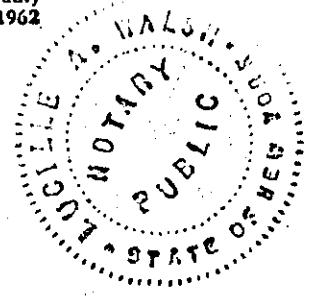
W. G. H. Acheson
Secretary

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

On this 3rd day of August, 1961, before me personally came W. P. MARSHALL and WM. G. H. ACHESON, to me known to be the persons described in and who executed the foregoing Certificate and they severally duly acknowledged that they executed the same.

Lucille A. Walsh
Notary Public

LUCILLE A. WALSH
Notary Public, State of New York
No. 03-9519260
Qualified in Bronx County
Certificate filed in New York County
Commission Expires March 30, 1962



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

W. P. MARSHALL and WM. G. H. ACHESON, being duly and severally sworn, each for himself deposes and says: That he, the said W. P. Marshall is the President, and he, the said Wm. G. H. Acheson is the Secretary, of THE WESTERN UNION TELEGRAPH COMPANY; that they have been authorized to execute and file the foregoing certificate by the votes, cast in person or by proxy, of the holders of record of a majority of the outstanding shares entitled to vote at the stockholders' meeting at which such votes were cast, with relation to the proceedings provided for in the foregoing certificate; that neither the certificate of incorporation nor any other certificate filed pursuant to law requires a larger proportion of votes; that such votes were cast at a stockholders' meeting held on August 2, 1961 upon notice pursuant to Section 45 of the Stock Corporation Law.

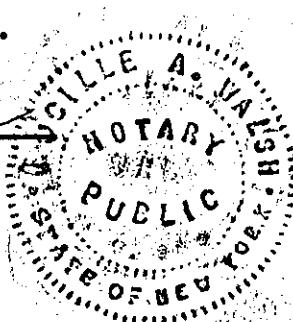
W. P. Marshall
W. P. Marshall

Wm. G. H. Acheson
Wm. G. H. Acheson

Sworn to before me this
3rd day of August, 1961.

Lucille A. Walsh
Notary Public

LUCILLE A. WALSH
Notary Public, State of New York
No. 03-9519260
Qualified in Bronx County
Certificate filed in New York County
Commission Expires March 30, 1962



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

W. P. MARSHALL and T. A. BUELL, being duly and severally sworn, each for himself deposes and says: That he, the said W. P. Marshall, is the President, and he, the said T. A. Buell, is the Assistant Treasurer of THE WESTERN UNION TELEGRAPH COMPANY; and that the number of additional shares not resulting from a change of shares which the Corporation is by the foregoing certificate authorized to issue is 3,000,000 with the par value of \$2.50 each.

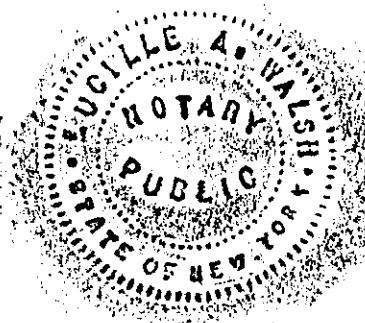
W. P. Marshall
W. P. Marshall

T. A. Buell
T. A. Buell

Sworn to before me this
3rd day of August, 1961.

LUCILLE A. WALSH
Notary Public

LUCILLE A. WALSH
Notary Public, State of New York
No. 03-9519260
Qualified in Bronx County
Certificate filed in New York County
Commission Expires March 30, 1962



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STATE OF NEW YORK
PUBLIC SERVICE COMMISSION

Albany, New York, August 23, 1961

Case 21797 - Petition of The Western Union Telegraph Company for approval of a certificate of amendment of its certificate of incorporation increasing the number of its authorized shares of common stock.

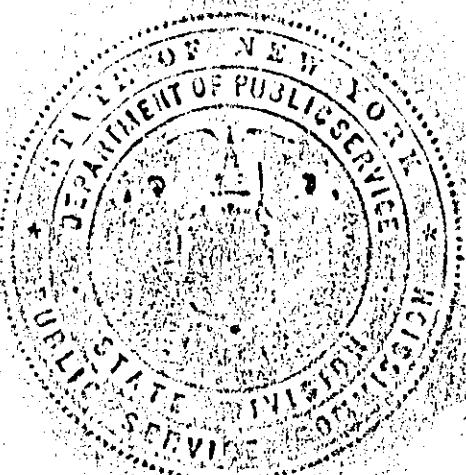
* * *

The Public Service Commission hereby consents to and approves this Certificate of Amendment of Certificate of Incorporation of The Western Union Telegraph Company Pursuant to Section Thirty-Six of the Stock Corporation Law, executed August 3, 1961, in accordance with the order of this Commission dated August 22, 1961.

By the Commission

Samuel R. Moshin

Secretary



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I CERTIFY That I have compared the preceding
copy with the original Certificate of Amendment of Certificate of
Incorporation of

The Western Union Telegraph Company,

filed in this department on the **23rd** day of **August**, 1961, and that such
copy is a correct transcript therefrom and of the whole of such original.

Witness my hand and the official seal of the Department of State at the
City of Albany, this **twenty-fourth** day
of **August**, **one thousand nine hundred**
sixty-one.

Caroline K. Simon
Secretary of State

By *John J. Flanagan*
Deputy Secretary of State