

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:

1. 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. -69-

2. 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.

3. The certificate of incorporation is hereby amended to effect changes authorized in subdivision 2 of section 35 of the Stock Corporation Law, to wit: to change all of the 1,235,000 previously authorized shares of Class A Stock without par value, issued or unissued, into 1,235,000 shares of Common Stock with the par value of \$10 each; to authorize 120,000 new shares of such Common Stock; and to

76E-69-1

eliminate all of the 308,124 shares of Class B Stock from the enumeration and description of the shares which the Corporation is authorized to issue (all of which 308,124 shares were issued but have been converted or called for conversion into unissued shares of Class A Stock).

4. The provisions of the certificate of incorporation as heretofore amended by certificate filed pursuant to law, which relate to the number and classes of shares which may be issued by the Corporation (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 October 7, 1943) are therefore stricken out and the provisions of the certificate of incorporation of the Corporation relating to the amount of the capital stock of the Corporation and the number of shares of which it shall consist shall henceforth read in full as follows:

The amount of the capital stock of the Corporation is \$13,550,000 consisting of 1,355,000 shares of Common Stock with the par value of \$10 each.

5. The 1,235,000 previously authorized shares of Class A Stock, of which 1,229,951 are issued shares, are changed share for share into 1,235,000 shares of such Common Stock.

IN WITNESS WHEREOF, we have subscribed this certificate this 10th day of April, 1952.



President



Secretary

76E-69-2

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

On this 10th day of April, 1952, before me personally came W. P. MARSHALL and G. B. SATERLEE, 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.

Walter E. Besiegel

Notary Public
WALTER E. BESIEGEL
Notary Public, State of New York
No. 43-037473
Qual. in Richmond Co. Cert. filed
with N.Y. Co. Clerk and Register
Commission Expires March 30, 1953

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

W. P. MARSHALL and G. B. SATERLEE, 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 G. B. Saterlee, 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 two-thirds 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 April 9, 1952, upon notice pursuant to section 45 of the Stock Corporation Law.

W. P. Marshall

G. B. Saterlee

Sworn to before me this
10th day of April, 1952.

Walter E. Besiegel
Notary Public

WALTER E. BESIEGEL
Notary Public, State of New York
No. 43-037473
Qual. in Richmond Co. Cert. filed
with N.Y. Co. Clerk and Register
Commission Expires March 30, 1953

76E-69-3

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

W. P. MARSHALL and W. P. WATERS, 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 W. P. Waters, is the Treasurer, of THE WESTERN UNION TELEGRAPH COMPANY; and that (a) the number of additional shares not resulting from a change of shares which the Corporation is by the foregoing certificate authorized to issue is 120,000 with the par value of \$10 each and (b) the number of shares changed as provided in subparagraph 5 of paragraph (c) of subdivision 2 of section 35 of the Stock Corporation Law is 1,235,000 without par value, and the number of shares resulting from such change is 1,235,000 with the par value of \$10 each.

W. P. Marshall
W. P. Waters

Sworn to before me this
10th day of April, 1952.

Walter E. Deshugel
Notary Public

WALTER E. DESHUGEL
Notary Public, State of New York
No. 43-0874000
Qual. in Richmond Co. Cert. filed
with N.Y. Co. Clerk and Register
Commission Expires March 30, 1963

76E-69-4

THE UNITED STATES OF AMERICA

DEPARTMENT OF THE ARMY

OFFICE OF THE ADJUTANT GENERAL

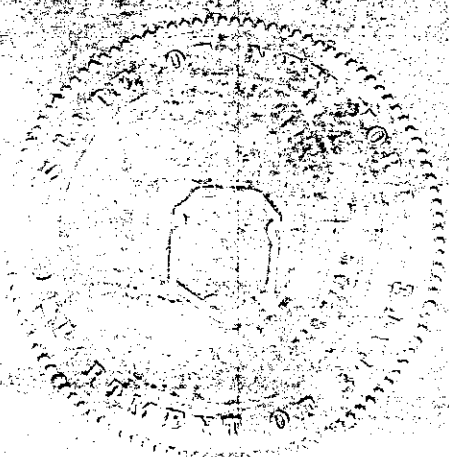
WASHINGTON, D. C.

ADJUTANT GENERAL

ADJUTANT GENERAL

ADJUTANT GENERAL

ADJUTANT GENERAL



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 22nd day of April, 1952 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-second day
of April, one thousand nine hundred
and fifty-two.

Sidney B. Gordon
Deputy Secretary of State