

CERTIFICATE OF AMENDMENT  
of the  
CERTIFICATE OF INCORPORATION  
of

THE WESTERN UNION TELEGRAPH COMPANY  
Under Section 805 of the Business Corporation Law  
STATE

A427090

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 Print-  
ing Telegraph Company.

(2) The Certificate of Incorporation of the Corpora-  
tion was filed by the Department of State of the State of  
New York on April 8, 1851. The Restated Certificate of  
Incorporation of the Corporation was filed by the Depart-  
ment of State of the State of New York on May 22, 1970.

(3) The provisions of the Restated Certificate of  
Incorporation, as heretofore amended, are hereby further

amended to: (a) to increase the aggregate number of the class of shares designated Common Shares which the Corporation shall have authority to issue, and (b) change the heretofore authorized and issued 5,000,000 shares of the par value of \$2.50 each, of the class designated Common Shares, into 12,500,000 shares of the par value of \$1.00 each, of the same class designated Common Shares, all as follows:

(i) The provisions which state the aggregate number of shares which the Corporation shall have authority to issue is hereby amended to read as follows:

THIRD: The aggregate number of shares which the Corporation shall have authority to issue is 18,531,250, divided into (a) 1,031,250 shares, of the par value of \$100 each, of a class designated Cumulative Preferred Shares, (b) 5,000,000 shares, of the par value of \$1.00 each, of a class designated Class A Preferred Shares, and (c) 12,500,000 shares, of the par value of \$1.00 each, of a class designated Common Shares.

(ii) The provisions which state the relative rights, preferences and limitations of the Common Shares are hereby amended by adding the following paragraph at the end thereof:


4. Change of Outstanding Shares. The 5,000,000 Common Shares of the par value of \$2.50 each heretofore issued and now outstanding are changed into 12,500,000 Common Shares of the par value of \$1.00 each, and each such outstanding Common Share of \$2.50 par value is changed into 2-1/2 Common Shares of the par value of \$1.00 per share; and all such resulting Common Shares shall upon the filing hereof be deemed substituted for the Common Shares so changed.

\* \* \* \*

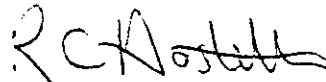
(4) The foregoing amendment to the Restated Certificate of Incorporation was authorized at a meeting of shareholders of the Corporation duly called and held for such purpose on

the 21st day of April, 1977 by the required vote of the holders of a majority of all outstanding 5.20% Cumulative Preferred Shares, 6% Cumulative Preferred Shares, 8.5% Cumulative Preferred Shares, 10.25% Cumulative Class A Preferred Shares, and Common Shares, voting together as a single class, and by the unanimous vote of the holder of all outstanding Common Shares, such Shares constituting all the outstanding shares of the Corporation entitled to vote thereon.

In Witness Whereof, the undersigned have signed this certificate this 22<sup>nd</sup> day of August, 1977, and the statements contained herein are affirmed as true under the penalties of perjury.



.....  
E. D. Hilburn, President



.....  
R. C. Hostetler, Secretary

[SEAL]

STATE OF NEW YORK  
PUBLIC SERVICE COMMISSION

Albany, NY, August 30, 1977

CASE 27219 - Petition of Western Union Telegraph Company for approval, under Section 108 of the Public Service Law, of a certificate of amendment of its certificate of incorporation.

\* \* \* \*

The Public Service Commission hereby consents to and approves this Certificate of Amendment of the Certificate of Incorporation of The Western Union Telegraph Company Under Section 805 of the Business Corporation Law, executed August 22, 1977, in accordance with the order of the Public Service Commission dated August 16, 1977.

By the Commission

  
Secretary


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State of New York }  
Department of State } ss.:

27565

*I hereby certify that I have compared the annexed copy with the original document filed by the Department of State  
and that the same is a correct transcript of said original.*

Witness my hand and seal of the Department of State on **SEP 20 1977**

  
Secretary of State

G020-504 (10/76)