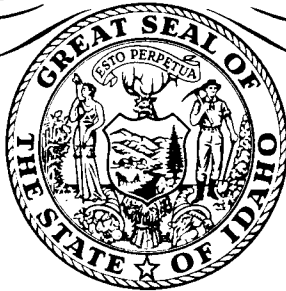


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

THE GRAY MANUFACTURING COMPANY

a corporation duly organized and existing under the laws of **Connecticut** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **27th** day of **May** 19 **65**, a properly authenticated copy of its articles of incorporation, and on the **27th** day of **May** **1965**, a designation of **T. H. Eberle or W. C. Roden** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **27th** day of **May**, A.D. 19 **65**.

ARNOLD WILLIAMS
Secretary of State

By Deputy Secretary of State.

CERTIFICATE of the ORGANIZATION
of
THE GRAY TELEPHONE PAY STATION COMPANY.

To all persons to whom these presents shall come:

We, the undersigned, a majority of the directors of The Gray Telephone Pay Station Company, a corporation organized under the statute laws of the State of Connecticut regulating the formation of joint-stock corporations, and located in the town of Hartford, county of Hartford, in said State, in pursuance of said statute laws hereby certify as follows, to wit:

1st. The following is a true copy of the articles of association of The Gray Telephone Pay Station Company:

"The undersigned hereby associate as a joint-stock corporation, under the statute laws of the State of Connecticut, by articles of agreement as follows:

Article 1. -- The name by which the corporation shall be known is "The Gray Telephone Pay Station Company."

Article 2. -- The purpose for which it is constituted is to manufacture, use, sell, lease, rent and deal in pay stations, toll stations and mechanical toll collectors, and toll receivers and registers; for use in connection with telephonic service or otherwise, and generally to do all things incidental to said business.

Article 3. -- The corporation is to be located in the town of Hartford, county of Hartford and State of Connecticut.

Article 4. -- The amount of its capital stock is

One Hundred Thousand Dollars, divided into one thousand shares of the par value of One Hundred Dollars each.

Article 5. -- Each subscriber to these articles agrees to take the number of shares of said capital stock annexed to his name, each share to be of the par value of One Hundred Dollars, and to pay the amount thereof in instalments as called for by the directors.

Dated at Hartford, this 16th day of June, A.D. 1891."

2d. Said articles of association were on the 8th day of December, 1891, published at full length in The Hartford Post, a newspaper published in Hartford county, the same being the county in which said corporation is located.

3d. The names and residences of the subscribers to the capital stock of said corporation and the amount of stock taken by each is as follows:

<u>Subscribers' Names.</u>	<u>Residence.</u>	<u>Number of Shares.</u>
Amos Whitney,	Hartford, Conn.,	50
S. W. Bishop,	Hartford, Conn.,	50
Henry E. Hastings, ...	Hartford, Conn.,	15
Lester L. Ensworth, ...	Hartford, Conn.,	10
Franklin Clark,	Hartford, Conn.,	10
John Johnston,	Hartford, Conn.,	10
Elizabeth McKegg,	Hartford, Conn.,	10
F. A. Pratt,	Hartford, Conn.,	10
Roswell F. Blodgett, ..	Hartford, Conn.,	25
F. F. Street,	East Hartford, Conn.,	5
Thos. H. White,	Cleveland, O.,	10
Geo. H. Richardson, ..	Hartford, Conn.,	5

G. B. Glessner,	Springfield, O.,	5
Willis E. Hall,	Altoona, Penna.,	8
W. S. North,	Chicago, Ill.,	10
H. D. Gordon,	Altoona, Penna.,	5
W. E. Ward,	Port Chester, N. Y.,	25
H. C. Warren,	Hartford, Conn.,	5
F. S. Griswold,	New Britain, Conn.,	10
E. W. Rice, Jr.,	Lynn, Mass.,	10
Elihu Thomson,	Swampscott, Mass.,	30
Jno. H. Hall,	Hartford, Conn.,	10
James Campbell,	Hartford, Conn.,	6
H. O. Griswold,	West Hartford, Conn.,	5
Abner Church,	Hartford, Conn.,	10
E.W. Kellogg,	Hartford, Conn.,	6
C. S. Griswold,	West Hartford, Conn.,	10
Gilbert Fowler,	Hartford, Conn.,	5
Clarkson N. Fowler,	Hartford, Conn.,	5
F. C. Cross,	Ilion, N. Y.,	10
Sam'l Alexander,	Hartford, Conn.,	10
E. S. White,	Hartford, Conn.,	5
Charles Soby,	Hartford, Conn.,	300
William Gray,	Hartford, Conn.,	300

4th. The amount of capital stock actually paid for in cash is Twenty Thousand Dollars, being twenty per cent thereof.

5th. The amount of capital stock paid for in property is nothing.

And in further pursuance of said statute laws, we cause this certificate to be deposited with the secretary of this State, and

a duplicate thereof with the town clerk of the town of Hartford,
in which said corporation is to transact its business.

Dated at Hartford, this 8th day of December, A. D. 1891.

Charles Soby

William Gray
Seth W. Bishop
Henry E. Hastings

Directors

State of Connecticut. }
County of Hartford. } ss.

December 8th A. D. 1891.

Then and there personally appeared *Charles Soby*,
William Gray, *Seth W. Bishop*
and *Henry E. Hastings*, being a majority
of the directors of The Gray Telephone Pay Station Company, and
made oath to the truth of the foregoing certificate signed by
them.

Before me,

Henry L. Rickard

Notary Public.

We, the undersigned, a majority of the directors of The Gray Telephone Pay
Station Company,

a corporation organized under the statute laws of the State of Connecticut, and located in the town
of Hartford in said State,

Hereby Certify, That at a meeting of the stockholders of said corporation duly called and
held for that purpose at Hartford in said State, on the 3rd day
of February 1914, the authorized capital stock of said corporation was increased
from the sum of One Hundred Thousand (100,000)-----dollars
to the sum of Three Hundred Thousand (300,000)-----dollars,
and the number of shares of the capital stock was proportionately increased from the number of
-----no----- shares preferred and --One Thousand (1,000)----
shares common, to the number of -----no----- shares preferred and
-----Three Thousand (3,000)----- shares common, each share of the par value of
One Hundred (100)-----dollars.

by a resolution duly adopted by a vote of (more than) two-thirds of all the outstanding stock of
each class, of which resolution the following is a copy:

RESOLVED, that the authorized capital stock of the Company
be increased from the sum of one hundred thousand (100,000) dollars
to the sum of three hundred thousand (300,000) dollars, and that the
number of shares of the capital stock be proportionately increased
from the number of one thousand (1,000) shares common to the number
of three thousand (3,000) shares common, each of the par value of one
hundred (100) dollars, and that the proper officers be and they are
hereby authorized to take the necessary steps to effect the same.

Dated at Hartford this 3 day of Feb 1914 1914

Amos Whitney
George J. Spence
Clark W. Howland
Fredrick D. Street
Wm. Bishop

A Majority of
the
Directors.

[OVER.]

CERTIFICATE OF INCREASE OF CAPITAL STOCK

of

THE GRAY TELEPHONE PAY STATION COMPANY

We, the undersigned, a majority of the Directors of The Gray Telephone Pay Station Company, a corporation organized under the statute laws of the State of Connecticut and located in the Town of Hartford in said State,

Hereby certify that at a meeting of the stockholders of said corporation duly called and held for that purpose at the office of the Company, 16 Arbor Street, Hartford in said State, on the third day of February, 1925, the authorized capital stock of said corporation was increased from the sum of Three Hundred Thousand Dollars (\$300,000) to the sum of Six hundred Thousand Dollars (\$600,000) and the number of shares of the capital stock was proportionately increased from the number of three thousand (3,000) shares of common stock to the number of six thousand (6,000) shares of common stock, each share of the par value of \$100, by a resolution duly adopted by a vote of more than two-thirds of all the outstanding stock of each class, of which resolution the following is a copy:

"RESOLVED: That the authorized capital stock of The Gray Telephone Pay Station Company be increased from the sum of Three hundred Thousand Dollars (\$300,000) to the sum of Six hundred Thousand Dollars (\$600,000) and that the number of shares of the authorized capital stock of the Company be proportionately increased from three thousand (3,000) shares of common stock of the par value of One hundred Dollars (\$100) each to six thousand (6,000) shares of common stock of the par value of One hundred Dollars (\$100) each and that the proper officers of the Company be authorized to take the necessary steps to make this resolution effective."

Dated at Hartford, Connecticut this 3rd day of

February, 1925.

<u>Alfred Spencer Jr.</u>	A Majority of the Directors.
<u>Ferdinand Richter</u>	
<u>Fred L. Bishop</u>	
<u>Frederick S. Bliss</u>	
<u>Ralph H. Soby</u>	
<u>George A. Long</u>	

STATE OF CONNECTICUT)
County of Hartford) ss.: Hartford, Conn., February 3rd, 1925.

Personally appeared Alfred Spencer Jr., Ferdinand Richter,
Fred L. Bishop, Frederick S. Bliss, Ralph H. Soby and
George A. Long
a majority of the Directors of The Gray Telephone Pay Station
Company, and made oath to the truth of the foregoing certificate,
by them signed, before me,

Edward A. Hager
Notary Public.

CERTIFICATE OF INCREASE OF CAPITAL STOCK OF
THE GRAY TELEPHONE PAY STATION COMPANY.

We, the undersigned, a majority of the Directors of The Gray Telephone Pay Station Company, a corporation organized under the statute laws of the State of Connecticut and located in the Town of Hartford. in said State,

Hereby Certify That at a meeting of the stockholders of said corporation duly called and held for that purpose at the office of the Company, 16 Arbor Street, Hartford, Connecticut, on the 2d day of February, 1926, the authorized capital stock of said corporation was increased from the sum of Six Hundred Thousand Dollars (\$600,000) to the sum of One Million Two Hundred Thousand Dollars (\$1,200,000) and the number of shares of the capital stock was proportionately increased from the number of six thousand (6,000) shares of common stock to the number of twelve thousand (12,000) shares of common stock, each share of the par value of One Hundred Dollars (\$100), by a resolution duly adopted by a vote of more than two-thirds of all the outstanding stock of each class, of which resolution the following is a copy:

"RESOLVED: That the authorized capital stock of The Gray Telephone Pay Station Company be increased from the sum of Six Hundred Thousand Dollars (\$600,000) to the sum of One Million, Two Hundred Thousand Dollars (\$1,200,000) and that the number of shares of the authorized capital stock of the Company be proportionately increased from Six Thousand (6,000) shares of common stock of the par value of One Hundred Dollars (\$100) each to Twelve Thousand (12,000) shares of common stock of the par value of One Hundred Dollars (\$100) each and that the proper officers of the Company be authorized to take the necessary steps to make this resolution effective!"

Dated at Hartford, Connecticut, this 2nd day of February, 1926.

.....)
.....)
.....)
.....)
.....)
.....)

Secretary

CERTIFICATE OF INCREASE OF CAPITAL STOCK

of

THE GRAY TELEPHONE PAY STATION COMPANY.

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We, the undersigned, a majority of the Directors of The Gray Telephone Pay Station Company, a corporation organized under the statute laws of the State of Connecticut and located in the Town of Hartford, in said State, hereby certify:

That at a meeting of the stockholders of said corporation duly called and held for that purpose at the office of the Company, 16 Arbor Street, Hartford, in said State, on the 5th day of February, 1929, the authorized capital stock of said corporation was increased from the sum of One Million Two Hundred Thousand Dollars (\$1,200,000) to the sum of One Million Five Hundred Thousand Dollars (\$1,500,000) and the number of shares of the capital stock was proportionately increased from the number of twelve thousand (12,000) shares of common stock to the number of fifteen thousand (15,000) shares of common stock, each share of the par value of One Hundred Dollars (\$100), by a resolution duly adopted by a vote of more than two-thirds of all the outstanding stock of said Company, there being only one class of stock outstanding, of which resolution the following is a copy:

"RESOLVED: That the authorized capital stock of The Gray Telephone Pay Station Company be increased from the sum of One Million Two Hundred Thousand Dollars (\$1,200,000) to the sum of One Million Five Hundred Thousand Dollars (\$1,500,000) and that the number of shares of the authorized capital stock of the Company be proportionately increased from twelve thousand (12,000) shares of common stock of the par value of One Hundred Dollars (\$100) each to fifteen thousand (15,000) shares of common stock of the par value of One Hundred Dollars (\$100) each and that the proper officers of the Company be authorized to

77 take the necessary steps to make this resolution effective."

Dated at Hartford, Connecticut, this 5th day of February, 1929.

Ralph H. Soby
Ferdinand Richter
Frederick S. Bliss
George A. Long
Alfred Spencer Jr.
Clarence N. Fowler

A Majority
of the
Directors

STATE OF CONNECTICUT)
COUNTY OF HARTFORD) ss.: Hartford, Conn., February 5th 1929.

Personally appeared *Ralph H. Soby, Ferdinand Richter, Frederick S. Bliss, George A. Long, Alfred Spencer Jr., and Clarence N. Fowler,*
a majority of the Directors of The Gray Telephone Pay Station Company, and made oath to the truth of the foregoing Certificate by them signed before me

Volney S. Parsons
Notary Public.

APPROVED FEBRUARY 5, 1929.

FEE FOR INCREASE CAPITAL \$300.00

PAID FEBRUARY 5, 1929.

CERTIFICATE OF CHANGE IN PAR VALUE
OF CAPITAL STOCK OF
THE GRAY TELEPHONE PAY STATION COMPANY.

We, the undersigned, a majority of the Directors of The Gray Telephone Pay Station Company, a corporation organized under the statute laws of the State of Connecticut and located in the Town of Hartford, in said State, hereby certify:

That at a meeting of the stockholders of said corporation duly called and held for that purpose at the office of the Company, 16 Arbor Street, Hartford, in said State, on the 23d day of October, 1929, the authorized, issued and outstanding capital stock of said corporation was changed from fifteen thousand (15,000) shares of common stock of the par value of One Hundred Dollars (\$100) each to one hundred fifty thousand (150,000) shares of common stock of the par value of Ten Dollars (\$10) each leaving the total amount of capital stock both authorized and outstanding the same as heretofore, namely, One Million Five Hundred Thousand Dollars (\$1,500,000) by resolutions duly adopted by a vote of more than two-thirds of all the outstanding stock of said Company, there being only one class of stock outstanding, of which resolutions the following is a copy:

RESOLVED: That the Fourth Article of the Certificate of Incorporation of The Gray Telephone Pay Station Company as heretofore amended be further amended to read as follows:

Fourth: That the amount of the capital stock of said corporation hereby authorized is One Million Five Hundred Thousand Dollars (\$1,500,000) divided into one hundred fifty thousand (150,000) shares of the par value of Ten Dollars (\$10) each, being all common stock.

RESOLVED: That the number and par value of the shares of the issued and outstanding capital stock of The Gray Telephone Pay Station Company be and the same are hereby changed from fifteen thousand (15,000) shares of common stock of the par value of One Hundred Dollars (\$100) each to one hundred fifty thousand (150,000) shares of common stock of the par value of Ten Dollars (\$10) each and that the stockholders of the Company for each share of \$100 par stock now held by them shall hereby be and become stockholders of ten shares

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1929.

Ferdinand Feller
 Nathl. W.
 Frederick S. Buss
 Alfred Spencer
 H. E. Long

State of Connecticut)
County of Hartford) ss.: Hartford, Conn., October 23rd, 1929.

Personally appeared Ferdinand Richter, Ralph H. Soby,
Frederick S. Bliss, Alfred Spencer, Jr., and George A. Long,
a majority of the Directors of The Gray Telephone Pay Station
Company, and made oath to the truth of the foregoing Certificate
by them signed, before me,

(Seal)

Edward A. [Signature]
Notary Public.

APPROVED OCTOBER 25, 1929.

CERTIFICATE OF AMENDMENT TO THE ARTICLES
OF ASSOCIATION OF THE GRAY TELEPHONE PAY
STATION COMPANY

The undersigned, a majority of the directors of The Gray Telephone Pay Station Company, a corporation organized under the statute laws of the State of Connecticut, and located in the Town and County of Hartford, in said state, hereby certify:

That at a special meeting of the stockholders of said corporation, held at Hartford, in said state, on the 30th day of September, 1938, due notice having been given in the call of said meeting of a proposed amendment to the Articles of Association, it was voted to amend Article 2 by a resolution duly adopted by more than two-thirds of all of the outstanding stock of said corporation, of which resolution the following is a copy:

RESOLVED: That Article 2 of the Articles of Association of The Gray Telephone Pay Station Company, be and the same is hereby amended to read as follows:

Article 2. The purpose for which it is constituted is to manufacture, use, sell, lease, rent and deal in pay stations, toll stations and mechanical toll collectors, and toll receivers and registers, for use in connection with telephonic service or otherwise, and generally to do all things incidental to said business; to engage in a general manufacturing and merchandising business in such field or fields as the directors may deem advisable from time to time; to invest and reinvest its surplus or other available funds in securities, commodities or other property, to acquire interests in other corporations or business organizations, either in whole or in part, and to aid other corporations or business organizations financially or otherwise; to apply for, buy, hold, own, operate, sell and grant or obtain licenses with respect to letters patent in any part of the world, secret formulae, secret processes and improvement thereon; and in connection with the foregoing, to do all things not prohibited by law necessary or incidental thereto, whether as principal or agent, anywhere in the world.

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Dated at Hartford, Connecticut, this 11th day of
October, 1938.

H. Otto Vogt.
F. S. Shaw
Franklin H. Arnold.
B. W. Ainsworth.
W. E. Ditmars
P. D. Saylor

A majority of the Directors

STATE OF CONNECTICUT)
) ss. Hartford, October 11 , 1938
COUNTY OF HARTFORD)

Personally appeared H. Otto Vogt, F. S. Shaw,
Franklin H. Arnold, B. W. Ainsworth, W. E. Ditmars and P. D. Saylor

being a majority of the directors of The Gray Telephone Pay Station
Company, and made oath to the truth of the foregoing certificate
by them signed, before me,

(Seal)

James Teller
Notary Public

APPROVED OCTOBER 14, 1938.

THE GRAY TELEPHONE PAY STATION COMPANY

CERTIFICATE OF CHANGE OF NAME TO

THE GRAY MANUFACTURING COMPANY AND
OF INCREASE OF AUTHORIZED CAPITAL

300

STOCK

(Pursuant to Section 95 of Chapter 191
of The General Corporation Law of the
State of Connecticut)

We, the undersigned, a majority of the directors of
THE GRAY TELEPHONE PAY STATION COMPANY, a corporation organized
under the statute laws of the State of Connecticut, and located
in the town of Hartford, in said State, hereby certify:

FIRST: That at a meeting of the stockholders of said
corporation duly called for that purpose and held at the office
of the Corporation, No. 13 Arbor Street in the town of Hartford,
State of Connecticut, on the 14th day of February, 1939, the
name of said corporation was changed from "THE GRAY TELEPHONE
PAY STATION COMPANY" to "THE GRAY MANUFACTURING COMPANY" by
a resolution adopted by the stockholders at said meeting by
a vote of more than two-thirds of all outstanding stock of
each class, of which resolution the following is a copy:

"RESOLVED, that the corporate name of The Gray
Telephone Pay Station Company be changed to 'The Gray
Manufacturing Company' and that the Articles of Associa-
tion (Certificate of Incorporation) of The Gray Teleph-
one Pay Station Company be amended to change its corporate
name from 'The Gray Telephone Pay Station Company' to
'The Gray Manufacturing Company' by amending Article 1
thereof to read as follows: 'The name by which the
corporation shall be known is "The Gray Manufacturing
Company. "'

SECOND: That at a meeting of the stockholders of said corporation duly called and held for that purpose at the office of said corporation No. 16 Arbor Street, town of Hartford, State of Connecticut, on the 14th day of February, 1939, the authorized capital stock of said corporation was increased from the sum of \$1,500,000. to the sum of \$2,500,000 and the number of shares of the capital stock was proportionately increased from the number of 150,000 shares of capital stock of the par value of \$10.00 each to the number of 250,000 shares of capital stock of the par value of \$10.00 each, by resolutions duly adopted by a vote of more than two-thirds of all the outstanding stock of each class of which resolution the following is a copy:

"RESOLVED, that the capital stock of The Gray Telephone Pay Station Company be increased from One Hundred Fifty Thousand (150,000) shares of the par value of Ten Dollars (\$10.00) each to Two Hundred Fifty Thousand (250,000) shares of the par value of Ten Dollars (\$10.00) each and that the Articles of Association (Certificate of Incorporation) of The Gray Telephone Pay Station Company be amended to increase the amount of its authorized capital stock as aforesaid by amending Article 4 thereof to read as follows: "The amount of its capital stock is Two Million Five Hundred Thousand Dollars divided into Two Hundred Fifty Thousand Shares of the par value of Ten Dollars each."

Dated at Hartford this 14th day of February, 1939.

Walter E. Dittmars

Frank S. Shaw

B. W. Mansworth

James J. Young

James H. O'Leary

Benton W. Butler

A and S
of the
Directors

STATE OF CONNECTICUT)

COUNTY OF HARTFORD)

Personally appeared William E. Dwyer, Esq., S. Shaw,
 Bertram W. Ainsworth, John W. H. [unclear], ~~John W. H. [unclear]~~ James A. O'Day
 and Burton W. Bartlett, a majority of the directors of The
 Gray Telephone Pay Station Company, who depose and say that each
 of the foregoing certificates are then signed before me.

Walter E. Dwyer

James A. O'Day, Secretary

(Seal)

APPROVED FEBRUARY 14, 1933.
 FEE FOR INCREASE CAPITAL \$11.14
 PAID FEBRUARY 14, 1933.

THE GRAY TELEPHONE PAL STATION COMPANY

CERTIFICATE OF CHANGE OF NAME AND
OF INCREASE OF AUTHORIZED CAPITAL STOCK

(Pursuant to Section 35 of Chapter 111
of The General Corporation Law of the
State of Connecticut)

State of Connecticut } ss.
Office of the Secretary }

Approved, Feb 18, 1934
Sara B. Crawford

By C. A. Houshury Secretary

#8048

Certified Copy Sent

2-18-38 90/40

Fee \$ 1.00

Paid FEB 1 1934

Fee for Capital, \$ 100.00 Paid

C. A. Houshury For Secretary

THE GRAY MANUFACTURING COMPANY

Certificate of Reduction of Authorized
Capital Stock

We, the undersigned, a majority of the Directors of The Gray Manufacturing Company, a corporation organized under the statute laws of the State of Connecticut and located in the Town of Hartford in said State, hereby certify:

1. That a Special Meeting of the Stockholders of said corporation was duly held at the office of The Gray Manufacturing Company at No. 16 Arbor Street in the Town of Hartford in said State on Tuesday the 30th day of December, 1941, at two o'clock in the afternoon.

2. That said Special Meeting of Stockholders was specially warned and held for the purpose of altering the capital stock of said corporation by reducing the par value thereof from \$2,500,000. to \$1,250,000. by proportionately reducing the par value of each share thereof from \$10. to \$5.

3. That thirty days notice of said meeting of Stockholders was duly given by said corporation by mailing to each stockholder of record a written notice of said meeting on November 28, 1941.

4. That at said meeting of Stockholders of said corporation the authorized capital stock of said corporation was reduced from the sum of \$2,500,000. (consisting of 250,000 shares of capital stock, all of one class, of the par of \$10. each) to the sum of \$1,250,000. (to consist of 250,000 shares of capital stock, all of one class, of the par value of \$5. each) and the par value of the shares was proportionately decreased from \$10. a share to \$5. a share by a

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vote or resolution adopted at said meeting by a two-thirds vote of the total number of shares of each class of stock represented at such meeting.

5. A copy of the vote of the Stockholders duly had at said meeting is as follows:

"VOTED: That the capital stock of The Gray Manufacturing, Company, a Connecticut corporation, be and it hereby is altered by reducing the par value thereof from the sum of \$2,500,000. (consisting of 250,000 shares of capital stock, all of one class, of the par value of \$10. a share) to the sum of \$1,250,000. (to consist of 250,000 shares of capital stock, all of one class, of the par value of \$5. a share) by proportionately decreasing the par value of the shares of its capital stock from \$10. a share to \$5. a share."

"VOTED: That the Directors of this Company and a majority of them be, and they hereby are authorized and directed to make, sign and swear to and file in the office of the Secretary of State of the State of Connecticut a certificate stating that the foregoing alteration in the capital stock of this Company has been duly approved by the Stockholders at this meeting and setting forth a copy of the foregoing vote of the Stockholders showing the details as to such alteration."

Dated at Hartford, this 30th day of December, 1941.

BWA	<u>B. Ainsworth</u>	} A Majority of the Directors
BWB	<u>Burton W. Bartlett</u>	
RBP	<u>Reed B. Dawson</u>	
WER	<u>Walter E. R...</u>	
OGS	<u>O. Glenn Saxon</u>	
FSS	<u>Frank S. Shaw</u>	

STATE OF CONNECTICUT)
COUNTY OF HARTFORD) ss. December 30, 1941.

Personally appeared BERTRAM W. AINSWORTH, BURTON W. BARTLETT, ~~CHARLES L. CAMPBELL~~, REED B. DAWSON, WALTER E. DITMARS, O. GLENN SAXON and FRANK S. SHAW, a majority of the Directors of The Gray Manufacturing Company and made oath to the truth of the foregoing certificate, by them signed, before me.

James Teller
Notary Public
(SEAL)

APPROVED DEC 31 1941

State of Connecticut,

OFFICE OF SECRETARY OF THE STATE

SS.

HARTFORD.

I hereby certify that the foregoing is a true copy of record in this office.

IN TESTIMONY WHEREOF, I have hereunto set
my hand, and affixed the Seal of said State, at
Hartford, this 11th
of May A.D., 19 65

.....
Secretary of the State

13257
13255



THE GRAY MANUFACTURING COMPANY

C E R T I F I C A T E

of

Reduction of Capital

State of Connecticut }
Office of the Secretary, }

Approved,

DEC 31 1941

Charles J. Williams
Secretary

E. J. Williams

Fee \$ 1.00

Paid DEC 31 1941

F.E.R.

Certified Correct

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CERTIFICATE OF INCREASE OF CAPITAL STOCK

We, the undersigned, a majority of the directors of The Gray Manufacturing Company, a corporation organized under the statute laws of the State of Connecticut, and located in the town and county of Hartford in said State, hereby certify;

That at an adjourned meeting of the stockholders of said corporation duly called and held for that purpose at 16-30 Arbor Street, Hartford, in said State, on the 22nd day of April, 1946, the authorized capital stock of said corporation was increased from the sum of One Million Two Hundred Fifty Thousand (\$1,250,000.) Dollars to the sum of Two Million Five Hundred Thousand (\$2,500,000.) Dollars, and the number of shares of the capital stock was proportionately increased from the number of Two Hundred Fifty Thousand (250,000) shares to the number of Five Hundred Thousand (500,000) shares, by a resolution duly adopted by a vote of more than two-thirds of all the stock outstanding and entitled to vote thereon, of which resolution the following is a copy:

"VOTED: That the capital stock of The Gray Manufacturing Company be increased from Two Hundred Fifty Thousand (250,000) shares of the par value of Five Dollars (\$5) each to Five Hundred Thousand (500,000) shares of the par value of Five Dollars (\$5) each, and that the Certificate of Organization (Certificate of Incorporation) of The Gray Manufacturing Company be amended to increase the amount of authorized stock as aforesaid by amending Article 4 thereof to read as follows: "The amount of its capital stock is Two Million Five Hundred Thousand Dollars, divided into Five Hundred Thousand shares of the par value of Five Dollars each,"; and

"VOTED: That the directors and proper officers of The Gray Manufacturing Company be, and they hereby are, authorized and directed to take such action, including the execution of certificates and reports, as required by Federal and State Law to make this increase in capital stock effective; and

"VOTED: That the directors of The Gray Manufacturing Company be, and they hereby are, authorized and empowered to issue such additional Two Hundred Fifty Thousand (250,000) shares of capital stock, in such amounts, to such persons, and for such lawful consideration as the directors, from time to time, may deem in the best interests of the Company."

Dated at New York, N. Y., this 23rd day of April, 1946.

SEAL

W. B. Sturges
John A. Smith
A. W. I. Rose
Alan Hazeltine
L. A. Belding

W. L. Campbell
B. J. Conner
B. M. Gantner
Philip H. Perry
A majority
of the
Directors

STATE OF NEW YORK

COUNTY OF *New York*

April 23.....1946

Personally appeared:

W. E. Ditmars
F. A. Waechter
A. W. Rouse
Alan Hazeltine
L. A. Belding

C. L. Campbell
B. F. Conner
B. W. Bartlett
John Orr Young

a majority of the directors of The Gray Manufacturing Company,
and made oath to the truth of the foregoing certificate, by them
signed, before me.

Catherine Vander Weide Notary Public
~~CATHERINE VANDER WEIDE~~
NOTARY PUBLIC, Westchester County
N. Y. Clerk's No. 100, Reg. No. 12-V-4
Comm. Expires March 20, 1947

*Certificate of
Incorporation of
H24096*

*The Gray Manufacturing
Company*

State of Connecticut
Office of the Secretary,
Approved, JUN 17 1946

Henry J. Foster

E. H. Houshary



*Received Duty Paid
JUN 28 1946*

Fee \$ *13.00*
Paid JUN 17 1946

R. Salen

*Invoice
for Capital, \$1250.00
JUN 17 1946
Gray Manufacturing Co. Secretary*

REPLICATED COPY OF MERGER

Certificate of Merger of THE GRAY SALES COMPANY and FIRST TALKING BOOK CORPORATION, both Delaware corporations, and THE AUCOGRAPH COMPANY, a Delaware corporation (the Terminating Corporations) into THE GRAY MANUFACTURING COMPANY, a Connecticut corporation (the Surviving Corporation).

FIRST. THE GRAY SALES COMPANY and FIRST TALKING BOOK CORPORATION and THE AUCOGRAPH COMPANY have been merged into THE GRAY MANUFACTURING COMPANY, a Connecticut corporation in the merger of THE GRAY SALES COMPANY and FIRST TALKING BOOK CORPORATION.

SECOND. The Plan of Merger is as follows:

All of the assets and liabilities of THE AUCOGRAPH COMPANY, THE GRAY SALES COMPANY and FIRST TALKING BOOK CORPORATION, which were subsidiaries of THE GRAY MANUFACTURING COMPANY, shall be transferred to THE GRAY MANUFACTURING COMPANY, following which all the shares of stock of the terminating corporations shall be canceled. Once these shares have been canceled, the corporate existence of the terminating corporations shall terminate and all their rights, privileges, immunities, franchises, and all other properties and assets of whatever kind shall be held by THE GRAY MANUFACTURING COMPANY, and all of their liabilities and obligations of whatever kind shall be assumed by THE GRAY MANUFACTURING COMPANY. This Plan of Merger shall be effected in accordance with applicable State law.

THIRD. The Plan of Merger was adopted by the merging corporations in the following manner:

Pursuant to Section 2-110 and 2-301, 1950 Supplement to the Connecticut General Statutes, as amended, the Plan of Merger was approved by resolutions adopted by the Boards of Directors of each of the merging corporations.

Dated at Hartford, Connecticut, this 14th day of December, 1961.

THE GRAY MANUFACTURING COMPANY
(Incorporated in Connecticut)

Lauren C. Dewey, Vice President

Frances Keller, Secretary

STATE OF CONNECTICUT :
 :
 COUNTY OF HARTFORD :

ss.

December 28 , 1961.

Personally appeared Lawrence C. Dewey, Vice President and Frances Teller, Secretary of THE GRAY MANUFACTURING COMPANY, signers and sealers of the foregoing instrument and declared the same to be their free act and deed as such Vice President and Secretary and the free act and deed of said corporation, before me.

Jane M. Burns
 Notary Public
 Jane M. Burns

THE GRAY SALES COMPANY

By Lawrence C. Dewey
 Lawrence C. Dewey, Vice President
Frances Teller
 Frances Teller, Secretary

STATE OF CONNECTICUT :
 :
 COUNTY OF HARTFORD :

ss.

December 28, 1961.

Personally appeared Lawrence C. Dewey, Vice President and Frances Teller, Secretary of THE GRAY SALES COMPANY, signers and sealers of the foregoing instrument and declared the same to be their free act and deed as such Vice President and Secretary and the free act and deed of said corporation, before me.

Jane M. Burns
 Notary Public
 Jane M. Burns

FIRST TALKING BOOK CORPORATION

By Lawrence C. Dewey
 Lawrence C. Dewey, Vice President
Frances Teller
 Frances Teller, Secretary

STATE OF CONNECTICUT :
 :
 COUNTY OF HARTFORD :

ss.

December 28, 1961.

Personally appeared Lawrence C. Dewey, Vice President and
 Frances Teller, Secretary of FIRST TALKING BOOK CORPORATION,
 signers and sealers of the foregoing instrument and declared
 the same to be their free act and deed as such Vice President
 and Secretary and the free act and deed of said
 corporation, before me.

Jane M. Burns
 Notary Public
 Jane M. Burns

THE AUDIOGRAPH COMPANY

By Lawrence C. Dewey
 Lawrence C. Dewey, Vice President
Frances Teller
 Frances Teller, Secretary

STATE OF CONNECTICUT :
 :
 COUNTY OF HARTFORD :

ss.

December 28, 1961.

Personally appeared Lawrence C. Dewey, Vice President and
 Frances Teller, Secretary of THE AUDIOGRAPH
 COMPANY, signers and sealers of the foregoing instrument
 and declared the same to be their free act and deed
 as such Vice President and Secretary and
 the free act and deed of said corporation, before me.

Jane M. Burns
 Notary Public
 Jane M. Burns

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CERTIFICATE AMENDING OR RESTATING CERTIFICATE OF INCORPORATION
BY ACTION OF BOARD OF DIRECTORS AND SHAREHOLDERS
(Stock Corporation)

1. The name of the corporation is THE GRAY MANUFACTURING COMPANY.

2. The Certificate of Incorporation is amended only by the following resolution of directors and shareholders:

That Article 4 of the Certificate of Organization (Certificate of Incorporation) of the Company be amended to read as follows: "The amount of its capital stock is \$10,000,000 divided into 2,000,000 shares of Common Stock of the par value of \$5 per share; the Board of Directors of the Company may issue shares of the authorized but unissued Common Stock of the Company in the manner provided by the Stock Corporation Act of the General Statutes of Connecticut for the issuance of shares of stock, including without limitation the issuance of its Common Stock in exchange for shares of capital stock or the assets of such other company or companies as may be designated by the Board of Directors of the Company on such terms and conditions as said Directors in their discretion may determine necessary or desirable".

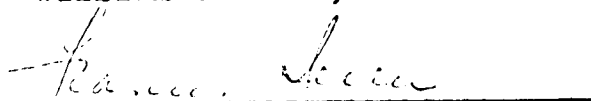
3. The above resolution was adopted by the board of directors and by shareholders.

4. Vote of Shareholders:

Number of Shares Entitled to Vote	Total Voting Power of Shares Entitled to Vote	Vote Required for Adoption	Vote Favoring Adoption
451,097 shares	451,097 votes	300,732 votes	301,364 votes

Dated at Hartford, Connecticut, this 24th day of May, 1962.

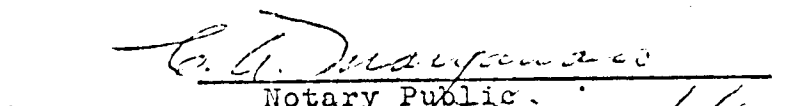

William Conover, President


Frances Teller, Secretary

STATE OF CONNECTICUT)
COUNTY OF HARTFORD) SS. Hartford

May 24, 1962

Personally appeared William Conover and Frances Teller, President and Secretary, respectively, of The Gray Manufacturing Company and made oath to the truth of the foregoing certificate by them signed, before me.


Notary Public.
My Commission Expires 4/1/63

CERTIFICATE OF MERGER

1. The name of the surviving corporation in the merger is THE GRAY MANUFACTURING COMPANY.

2. The Plan of Merger is as follows:

(A) VIRGINIA METAL PRODUCTS, INC., a corporation organized under the laws of the State of Delaware (hereinafter sometimes referred to as VMP), shall be merged into THE GRAY MANUFACTURING COMPANY (hereinafter sometimes referred to as GRAY), a corporation organized under the laws of the State of Connecticut, in accordance with the applicable provisions of the statutes of each said state.

(B) The effective date and hour of the herein described statutory merger shall be February 1, 1964 at 12:01 A.M. E.S.T.

(C) Upon the effective date of the merger,

(1) VMP shall be merged into GRAY and all of the assets and properties of VMP shall be transferred to GRAY and the corporate existence of VMP shall terminate and all of the rights, privileges, immunities, franchises, and all other properties and assets of VMP of whatever kind shall be held by GRAY and all of the liabilities and obligations of VMP of whatever kind shall be assumed by GRAY and

(2) All of the 254,650 outstanding shares of the common stock of VMP of the par value of \$2.00 per share which are held by GRAY shall be cancelled and extinguished and of no further force nor effect and

(3) The remaining shares of the common stock of VMP of the par value of \$2.00 per share then outstanding and held by holders other than GRAY shall have no dividend or

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voting rights, and the holders thereof shall be entitled to receive \$8.64 per share in cash for each of such shares upon the surrender thereof to the Secretary of THE GRAY MANUFACTURING COMPANY, c/o VIRGINIA NATIONAL BANK, CHANDE, VIRGINIA, and upon their surrender each of such shares shall be cancelled and extinguished and of no further force nor effect.

3. The Plan of Merger (Certificate of Merger) was adopted by the merging corporations in the following manner:

(A) The Plan of Merger was approved by resolutions adopted by the Boards of Directors of each of the merging corporations.

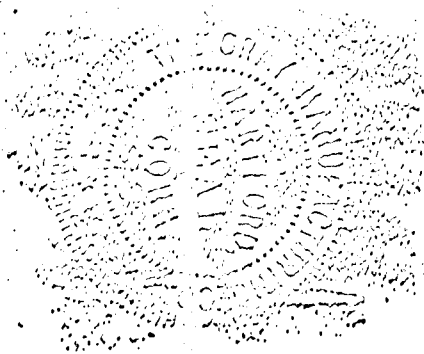
(B) As to VNP, the shareholders of VNP did not vote on said Plan of Merger. GRAY owns more than ninety per centum of the outstanding shares of stock of VNP and therefore, pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, said Plan of Merger does not require the approval of the shareholders of VNP.

(C) As to GRAY, said Plan of Merger was adopted by the Board of Directors of GRAY and, since said Plan of Merger will not effect any change in or amendment to the Certificate of Incorporation of Gray (the surviving corporation) and since no shares of stock of GRAY will be issued pursuant to the merger, then in accordance with the provisions of Section 33-366(b)(2) of the Stock Corporation Act of the State of Connecticut, said Plan of Merger does not require the approval of the shareholders of Gray.

Dated at New York City, this 28th day of January, 1964.

THE GRAY MANUFACTURING COMPANY
(Surviving Corporation)

James E. Johnson
James E. Johnson, President



Geoffrey W. Nelson

Geoffrey W. Nelson
Assistant Secretary

STATE OF NEW YORK :
: ss. New York City January 28, 1964
COUNTY OF NEW YORK :

Personally appeared James E. Ashman and Geoffrey W. Nelson and made oath to the truth of the above certificate insofar as it pertains to THE GRAY MANUFACTURING COMPANY before me.

JACOB R. RODSTEIN
NOTARY PUBLIC, State of New York
No. 30-3320050 - Qual. in Nassau County
Certificate filed in New York County
Commission Expires March 30, 1965

Notary Public

VIRGINIA METAL PRODUCTS, INC.
(Terminating Corporation)

By William G. Donaldson
William G. Donaldson, President

Geoffrey W. Nelson
Geoffrey W. Nelson
Assistant Secretary

STATE OF New York :
COUNTY OF New York : ss.

January 28, 1964

Personally appeared William G. Donaldson and Geoffrey W. Nelson and made oath to the truth of the above certificate insofar as it pertains to VIRGINIA METAL PRODUCTS, INC. before me.

Notary Public

JACOB R. RODSTEIN
NOTARY PUBLIC, State of New York
No. 30-3320050 - Qual. in Nassau County
Certificate filed in New York County
Commission Expires March 30, 1965