

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

*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 FEB 11 1970

*John P. Lomenzo*  
Secretary of State

811577

Certificate of Merger

of

Wutco, Inc.

into

The Western Union Telegraph Company

Under Section 904 of the Business Corporation Law

The undersigned, being respectively the President and the Secretary of The Western Union Telegraph Company and the President and the Secretary of Wutco, Inc., DO HEREBY CERTIFY as follows:

1. The name of each constituent corporation is as follows: The Western Union Telegraph Company (which was originally incorporated under the name The New York and Mississippi Valley Printing Telegraph Company) and Wutco, Inc., said corporations being hereinafter referred to as "Western Union" and "Wutco". The name of the surviving corporation is The Western Union Telegraph Company.

2. As of January 1, 1970 the number of outstanding shares of Western Union was 332,500 5.20% Cumulative Preferred Shares, 370,831 4.60% Convertible Cumulative Preferred Shares, 250,000 6% Cumulative


Preferred Shares, 209,541 4.90% Convertible  
Cumulative Second Preferred Shares and 8,949,409 Common  
Shares. The 4.60% Convertible Cumulative Preferred  
Shares, 4.90% Convertible Second Preferred Shares and  
Common Shares outstanding at the time of the vote on  
the merger were entitled to vote upon the merger, all  
voting as a single class and each such issue also voting  
as a separate class. Prior to the effective date of the  
merger, the number of outstanding shares of Western Union  
is subject to change as follows:

(a) the number of outstanding 4.60% Convertible  
Cumulative Preferred Shares and 4.90% Convertible  
Cumulative Second Preferred Shares may be reduced  
by reason of the conversion of shares of such series  
into Common Shares; and

(b) the number of outstanding Common Shares  
may be increased by reason of (i) conversions as  
aforesaid, (ii) the combination of outstanding  
scrip certificates of Western Union pursuant to  
their terms, (iii) the surrender of outstanding  
certificates for the former Class B stock of Western  
Union, or (iv) the exercise of outstanding Western  
Union employee stock options pursuant to their  
terms.

As of the date hereof the number of outstanding  
shares of Wutco is 1,000 Common Shares, all entitled to  
vote upon the merger.

3. The provisions of the certificate of incorpo-  
ration of Western Union (as heretofore amended) which  
relate to its authorized shares, said provisions being



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set forth in the certificates of amendment filed pursuant to Section 805 of the Business Corporation Law in the Department of State in the State of New York on July 9, 1965, September 1, 1965, January 18, 1966, April 14, 1967 and April 18, 1967, are hereby further amended to: (a) reduce the number of authorized Cumulative Preferred Shares from 1,482,500 to 1,100,000, and eliminate the authorized 4.60% Convertible Cumulative Preferred Shares (the second series of Cumulative Preferred Shares) by deleting the provisions relating to said series; (b) eliminate the 500,000 authorized Cumulative Second Preferred Shares by deleting the provisions relating to said shares and to the 4.90% Convertible Cumulative Second Preferred Shares (the first series of Cumulative Second Preferred Shares), and delete the references to the Cumulative Second Preferred Shares contained in the provisions relating to the authorized Common Shares; (c) reduce the number of authorized Common Shares from 15,000,000 to 5,000,000; and (d) amend certain provisions relating to the voting rights of the 5.20% Cumulative Preferred Shares and the 6% Cumulative Preferred Shares, all as follows:

(i) The provisions which state the relative rights, preferences and limitations of (1) the 4.60% Convertible Cumulative Preferred Shares; (2) the Cumulative Second Preferred Shares and (3) the 4.90% Convertible Cumulative Second Preferred Shares are hereby deleted and the provisions which state the relative rights, preferences and limitations of the Common

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Shares are hereby amended to read as follows:

Common Shares

(1) Dividends. Subject to the rights of the Cumulative Preferred Shares, dividends may be paid upon the Common Shares if and when declared by the Board of Directors out of any funds legally available for the payment of dividends.

(2) Liquidation, etc. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and after the stated amounts payable in such event on the Cumulative Preferred Shares shall have been paid in full or provision for the payment shall have been made, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Shares.

(3) Voting Rights. Except as otherwise provided by law or as otherwise expressly provided herein which respect to the Cumulative Preferred Shares or in the certificate of amendment required by law with respect to any series of the Cumulative Preferred Shares established by the Board of Directors, the holders of the Common Shares shall have the exclusive right to vote for the election of directors and for all other purposes.

(ii) The provisions which states the aggregate number of shares which Western Union as the surviving corporation shall have authority to issue is hereby amended to read as follows:

The aggregate number of shares which the Corporation shall have authority to issue is 6,100,000 divided

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into (a) 1,100,000 shares, of the par value of \$100 each, of a class designated Cumulative Preferred Shares and (b) 5,000,000 shares, of the par value of \$2.50 each, of a class designated Common Shares.

(iii) The provisions which state the relative rights, preferences and limitations of the 5.20% Cumulative Preferred Shares are hereby amended by adding the following sentence at the end of Section 7 thereof:

In addition to the voting rights provided in the Cumulative Preferred Share Amendment and in Section 8, the holders of the 5.20% Cumulative Preferred Shares shall be entitled to one vote per share for the election of directors (but only when not entitled to vote to elect additional directors as aforesaid) and upon each other matter coming before any annual or special meeting of shareholders of the Corporation; in each case voting as a class with all other shareholders entitled to vote.

(iv) The provisions which state the relative rights, preferences and limitations of the 6% Cumulative Preferred Shares are hereby amended by adding the following sentence at the end of Section 7 thereof:

In addition to the voting rights provided in the Cumulative Preferred Share Amendment and in Section 8, the holders of the 6% Cumulative Preferred Shares shall be entitled to one vote per share for the

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election of directors (but only when not entitled to vote to elect additional directors as aforesaid) and upon each other matter coming before any annual or special meeting of shareholders of the Corporation; in each case voting as a class with all other shareholders entitled to vote.

The provision of the certificate of incorporation of Western Union which was added thereto by certificate of amendment filed pursuant to the aforesaid Section 805 in the Department of State in the State of New York on May 1, 1969, (and which denied pre-emptive rights to shareholders of any class) is not amended hereby.

4. The effective date of the merger is the date of filing of this certificate of merger by the Department of State of New York.

5. The certificate of incorporation of Western Union was filed by the Department of State on April 8, 1851, and the certificate of incorporation of Wutco was filed by the Department of State on July 29, 1969.

6. The merger was authorized by vote, at a special meeting of the shareholders of Western Union duly called and held for such purpose on the 5th day of November, 1969, of the percentages of the outstanding shares entitled to vote thereon required by paragraph (a)(2) of Section 903 of the Business Corporation Law, Section 804 of said Law and by Section 5C of each of the certificates

of amendment (filed July 9, 1965 and April 14, 1967, respectively) by which Western Union was authorized to issue Cumulative Preferred Shares in series and Cumulative Second Preferred Shares in series, namely, (i) two-thirds of all outstanding 4.60% Convertible Cumulative Preferred Shares, 4.90% Cumulative Second Preferred Shares and Common Shares, voting together as a single class, and (ii) two-thirds of all the outstanding 4.60% Convertible Cumulative Preferred Shares, two-thirds of all the outstanding 4.90% Convertible Cumulative Second Preferred Shares and a majority of all the outstanding Common Shares, each voting as a separate class, and by the unanimous written consent of the holder of all the outstanding shares of Wutco entitled to vote thereon.

IN WITNESS WHEREOF, this certificate of merger has been signed on behalf of each of the constituent corporations this 29th day of January 1970, and the statements contained herein are affirmed as true under penalties of perjury.

THE WESTERN UNION TELEGRAPH COMPANY

By

Russell W. McFall  
Russell W. McFall  
President

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

WUTCO, INC.

By

R. C. Hostetler  
R. C. Hostetler  
President

W. M. Bailey  
W. M. Bailey  
Secretary



STATE OF NEW YORK  
PUBLIC SERVICE COMMISSION

Albany, N. Y., January 30, 1970

CASE 25332 - Petition of The Western Union Telegraph Company,  
Western Union Corporation and Wutco, Inc. for approval of a  
plan of reorganization.

\* \* \*

The Public Service Commission hereby consents to  
and approves this Certificate of Merger of Wutco, Inc. into  
The Western Union Telegraph Company Under Section 904 of the  
Business Corporation Law, which merger is evidenced by this  
certificate of merger, executed by The Western Union Telegraph  
Company, January 29, 1970, in accordance with the order of  
the Public Service Commission dated December 9, 1969.

By the Commission

  
Secretary

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CERTIFICATE OF MERGER

OF

Wutco, Inc.

into

THE WESTERN UNION TELEGRAPH  
COMPANY

Under Section 904 of the Business  
Corporation Law

Wm. G. H. Acheson  
60 Hudson Street  
New York, N.Y. 10013

RECORDED  
INDEXED  
JAN 18 1970  
NEW YORK

SECRETARY OF STATE

W. G. H. Acheson

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