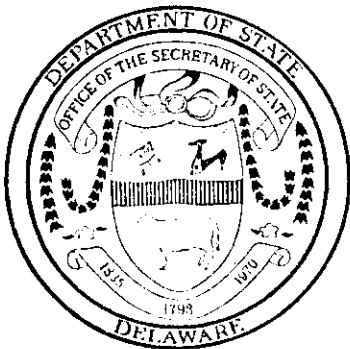


# State of DELAWARE

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SECRETARY OF STATE

## Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of Amendment Before Payment of Capital  
filed in this office on April 26, 1983.



Glenn C. Kenton  
Glenn C. Kenton, Secretary of State

BY: J. Ward

DATE: April 27, 1983

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
SHAUGHNESSY HOLDINGS, INC.  
BEFORE THE PAYMENT OF CAPITAL

Shaughnessy Holdings, Inc., a corporation organized and existing under and by virtue of the Corporation Law of the State of Delaware (the "Corporation"), pursuant to Section 241 of the General Corporation Law of the State of Delaware, HEREBY CERTIFIES:

FIRST: The Corporation has not received any payment for any of its stock.

SECOND: The directors of the Corporation have been duly elected and have been qualified. |

THIRD: The Board of Directors of the Corporation has adopted the following resolution amending the original Certificate of Incorporation of the Corporation which was filed with the Secretary of State on November 8, 1982:

RESOLVED, that upon the filing of a Certificate of Amendment of Certificate of Incorporation of Shaughnessy Holdings, Inc. (Before the Payment of Capital), Article FOURTH of the Certificate of Incorporation of Shaughnessy Holdings, Inc., as originally filed with the Secretary of State on November 8, 1982, shall be amended to read in its entirety in the form as presented to the directors at this meeting.

The amended text of Article FOURTH as presented to the directors at such meeting is as follows:

AMENDED TEXT OF ARTICLE FOURTH  
OF THE CERTIFICATE OF INCORPORATION

FOURTH: The total number of shares of all classes of stock which the Corporation shall have the authority to issue is 22,000,000 shares, consisting of (i) 2,000,000 shares of Cumulative Preferred Stock, \$1.00 par value per share (the "Preferred Stock"), and (ii) 20,000,000 shares of Common Stock, \$.01 par value per share (the "Common Stock"), of which 10,000,000 shares shall be Class A Common Stock (the "Class A Common Stock"), 4,000,000 shares shall be Class B Common Stock (the "Class B Common Stock") and 6,000,000 shares shall be Class C Common Stock (the "Class C Common Stock").

A. Preferred Stock

Subject to the provisions of Section 151 of the General Corporation Law of Delaware, the Board of Directors of the Corporation is hereby expressly vested with authority

to issue shares of Preferred Stock from time to time in one or more series and with respect to the shares of Preferred Stock of any such series to fix by resolution or resolutions adopted prior to the issuance thereof the voting powers, full or limited, if any, and the designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including, without limitation, the number of shares, the dividend rate or rates and any restrictions, limitations or conditions with respect to the payment of such dividends, any conversion rights, the rights of redemption and any restrictions, limitations or conditions with respect to any such redemption, including the price or prices at which shares may be redeemed, of any such series, and, unless otherwise provided in any such resolution or resolutions, to increase, to the extent authorized by the Certificate of Incorporation, or decrease the number of shares of any such series (but not below the number of shares thereof then outstanding). In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution or resolutions originally fixing the number of shares of such series.

B. Common Stock

1. Except as herein otherwise expressly provided,

all shares of Common Stock shall entitle the holders thereof to the same rights and privileges.

2. Subject to any resolution or resolutions adopted by the Board of Directors of the Corporation with respect to any series of Preferred Stock to the contrary, out of the assets of the Corporation which are by law available for the payment of dividends remaining after full dividends upon the shares of Preferred Stock then outstanding, if any, shall have been declared and paid or set apart for payment for all past dividend periods, if any, and after full dividends on the shares of Preferred Stock then outstanding, if any, for the current dividend period shall have been declared and paid or set apart for payment, and after all payments for past or current (but not future) required redemptions of the shares of Preferred Stock shall have been made or set apart, if any, and after making such provisions, if any, as the Board of Directors of the Corporation may, in its discretion, deem advisable for working capital, future capital needs or for any reserve or reserves, including reserves for payment of future dividends, then, and not otherwise, dividends or distributions, whether payable in cash, in securities of the Corporation or of another corporation, or in other property, may be, but shall not be required to be, declared and paid upon shares of Common Stock to the exclusion of the holders

of the shares of Preferred Stock then outstanding, if any, and the holders of shares of Common Stock shall be entitled to share equally, share for share, in such dividends and distributions; provided, however, that if dividends declared on shares of Common Stock are payable in shares of Common Stock, such dividends shall be (i) permitted to be declared and distributed, without regard to the foregoing restriction, at such time as any shares of any series of Preferred Stock are outstanding if the resolution or resolutions adopted by the Board of Directors of the Corporation with respect to such series of Preferred Stock permit such declaration and distribution, and (ii) declared at the same rate on each class of Common Stock and shall be payable in shares of the same class of Common Stock on which such dividends were declared.

3. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after payment to the holders of the shares of Preferred Stock of all amounts to which they are entitled, if any, the holders of shares of Common Stock then outstanding shall be entitled to share equally, share for share, in any remaining assets of the Corporation available for distribution to its stockholders.

4. (a) Subject to and upon compliance with the terms and provisions of this Paragraph 4:

(i) each holder of Class A Common Stock shall be entitled at any time and from time to time to convert all or any portion of such holder's shares of Class A Common Stock into the same number of shares of Class C Common Stock;

(ii) each holder of Class B Common Stock shall be entitled at any time and from time to time to convert all or any portion of such holder's shares of Class B Common Stock into the same number of shares of Class A Common Stock or into the same number of shares of Class C Common Stock; and

(iii) each holder of Class C Common Stock shall be entitled at any time and from time to time to convert all or any portion of such holder's shares of Class C Common Stock into the same number of shares of Class A Common Stock; provided, however, that no holder of Class C Common Stock shall be so entitled to convert any share or shares of Class C Common Stock to the extent that, as a result of such conversion, such holder or its Affiliates would directly or indirectly own, control or have the power to vote a greater quantity of securities of any kind issued by the Corporation than such holder and its Affiliates are permitted to own, control or have the power to vote under any applicable law, regulation, rule or other requirement of any governmental authority.

(b) Each conversion of shares of (i) Class A Common Stock into shares of Class C Common Stock, (ii) Class B Common Stock into shares of Class A Common Stock or into shares of Class C Common Stock, or (iii) Class C Common Stock into shares of Class A Common Stock, shall be effected by the surrender of the certificate or certificates representing the shares to be converted at the principal office of the Corporation at any time during normal business hours, together with a written notice by the holder of such shares, stating (i) that such holder desires to convert such shares, or a stated number of such shares, represented by such surrendered certificate or certificates into shares of Class A Common Stock or into shares of Class C Common Stock, as the case may be, as provided in Paragraph 4(a), (ii) in the case of a conversion of shares of Class C Common Stock into shares of Class A Common Stock, that upon such conversion such holder and its Affiliates will not directly or indirectly own, control or have the power to vote a greater quantity of securities of any kind issued by the Corporation than such holder and its Affiliates are permitted to own, control or have the power to vote under any applicable law, regulation, rule or other governmental requirement (and such statement shall obligate the Corporation to issue such shares of Class A Common Stock), and (iii) the name or names (with addresses) and denominations in which the certificate or certificates



for shares to be issued in such conversion shall be issued together with instructions for delivery thereof. Promptly after such surrender and the receipt of such written notice, the Corporation will issue and deliver in accordance with such instructions (i) the certificate or certificates for the shares issuable upon such conversion, and (ii) a certificate representing the number of shares of Class A Common Stock or shares of Class B Common Stock or shares of Class C Common Stock, as the case may be, which were represented by the certificate or certificates surrendered to the Corporation in connection with such conversion but which were not converted. Any such conversion shall be deemed to have been effected as of the close of business on the date on which such certificate or certificates shall have been surrendered and such notice shall have been received by the Corporation, and at such time the rights of such holder with respect to the converted shares shall cease and the Person or Persons in whose name or names the certificate or certificates for shares issued upon such conversion are to be issued shall be deemed to have become the holder or holders of the shares represented thereby.

(c) (i) Upon the transfer of any shares of Class B Common Stock by any holder thereof to any Person who is not an Affiliate of such holder, such shares of Class B Common Stock

so transferred shall cease to be, and shall not be entitled to any rights attendant to, shares of Class B Common Stock, and such shares shall automatically be converted into and for all purposes shall be deemed to be and shall be entitled to all rights attendant to, and the certificates representing such shares shall be deemed to represent, and the holder thereof shall be deemed to be the holder of, the same number of shares of Class A Common Stock. Such transfer and automatic conversion shall be deemed by the Corporation to have been effected at such time (the "Effective Time") as the Corporation shall have received notice from the transferor that a transfer of shares of Class B Common Stock has been effected, including therein the number of such shares so transferred.

(ii) If as a result of any transfer described in subparagraph (i) above (or if as a result of any conversion pursuant to Paragraph 4(b)), the number of remaining shares of Class B Common Stock held by all of the holders thereof shall, in the aggregate, be less than 1,400,000 shares, then as of the Effective Time of such transfer (or the time such conversion shall be deemed to have been effected pursuant to Paragraph 4(b)), all shares of Class B Common Stock, whether transferred in such transfer or not (or whether converted in such conversion or not), shall cease to be, and shall not be entitled to any rights attendant to, shares of Class B Common

Stock, and all of such shares shall automatically be converted into and for all purposes shall be deemed to be and shall be entitled to all rights attendant to, and the certificates representing such shares shall be deemed to represent, and the holder thereof shall be deemed to be the holder of, the same number of shares of Class A Common Stock.

(iii) Upon the automatic conversion of all shares of Class B Common Stock into shares of Class A Common Stock as provided in subparagraph (ii) above, the Corporation shall give prompt notice of such automatic conversion to each other holder of Class A Common Stock and to each holder of Class C Common Stock.

(d) If the Corporation shall in any manner subdivide or combine the outstanding shares of one class of Common Stock, the outstanding shares of each other class of Common Stock shall be proportionately subdivided or combined.

(e) Any issuance of certificates for shares of Class A Common Stock or shares of Class C Common Stock, as the case may be, upon conversion of shares of Class A Common Stock or shares of Class B Common Stock or shares of Class C Common Stock, as the case may be, shall be made without charge to the holders of such shares for any issuance tax in respect thereof or other cost incurred by the Corporation in connec-

tion with such conversion and the related issuance of shares of Class A Common Stock or shares of Class C Common Stock, as the case may be.

(f) The Corporation will not close its books against the transfer of any outstanding shares of any class of Common Stock, or of shares of Class A Common Stock or shares of Class C Common Stock, as the case may be, issued or issuable in connection with any conversion of shares of any class of Common Stock, in any manner which would interfere with any such timely conversion of shares.

(g) The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock and shares of Class C Common Stock, or its treasury shares, solely for the purpose of issue upon conversion of outstanding shares of Class A Common Stock or outstanding shares of Class B Common Stock or outstanding shares of Class C Common Stock, as herein provided (i) such number of shares of Class A Common Stock as shall then be issuable upon a conversion of all of the outstanding shares of Class B Common Stock and shares of Class C Common Stock, and (ii) such number of shares of Class C Common Stock as shall then be issuable upon a conversion of 50% of all of the outstanding shares of Class A Common Stock and shares of Class B Common Stock. The shares of Class A Common Stock

and shares of Class C Common Stock so issuable shall, when so issued, be duly and validly issued, fully paid and non-assessable.

5. (a) Except as otherwise provided by law and except as otherwise provided by resolution or resolutions adopted by the Board of Directors of the Corporation with respect to any series of the Preferred Stock, the right to vote on all matters to be voted upon by the stockholders of the Corporation, other than on the election or removal of directors of the Corporation, is vested exclusively in the holders of the outstanding shares of Class A Common Stock and Class B Common Stock, with each outstanding share of Class A Common Stock and Class B Common Stock having one vote per share for such purpose. The right to vote on the election or removal of directors of the Corporation is subject to the following terms and conditions:

(i) So long as any shares of Class B Common Stock shall be outstanding (and not converted, automatically or otherwise, into shares of Class A Common Stock or into shares of Class C Common Stock pursuant to Paragraph 4), at any time that the holders of any class of securities of the Corporation shall take any action for the purpose of electing directors, whether at a meeting of stockholders (annual or special meeting) or otherwise,

(1) the holders of the shares of Class B Common Stock then outstanding, voting together as a single class, with each outstanding share of Class B Common Stock having one vote per share for such purpose, shall have the right to nominate and elect such number of directors as shall equal the product (fractions being disregarded) obtained by multiplying (x) the number of directors that shall constitute the entire Board of Directors of the Corporation after such election by (y) a fraction, the numerator of which is the total number of shares of Class B Common Stock then outstanding and the denominator of which is the sum of the total number of (A) shares of Class B Common Stock then outstanding, (B) shares of Class A Common Stock then outstanding, and (C) shares of Voting Preferred Stock (as hereinafter defined), if any, then outstanding; provided, however, that in all events and under all circumstances the number of directors which the holders of such outstanding shares of Class B Common Stock shall so have the right to nominate and elect shall be no fewer than such number of directors as shall equal 50% plus one (fractions being disregarded) of the entire Board of Directors of the Corporation as shall be constituted after such election; and

(2) the holders of the shares of Class A Common Stock then outstanding together with the

holders of shares of Preferred Stock entitled to vote with the holders of the shares of Class A Common Stock with respect to the election or removal of directors (the "Voting Preferred Stock"), if any, then outstanding, voting together as a single class, with each outstanding share of Class A Common Stock and Voting Preferred Stock, if any, having one vote per share for such purpose, shall have the right to nominate and elect such number of directors as shall equal the difference between (x) the number of directors that shall constitute the entire Board of Directors after such election and (y) the number of directors elected by the holders of the shares of Class B Common Stock pursuant to clause (1) above. The persons to be nominated and elected as directors by the holders of the shares of Class A Common Stock and the holders of the shares of Voting Preferred Stock, if any, pursuant to this clause (2) shall at all times include the person who at the time holds the office of Chief Executive Officer of the Corporation.

(ii) Except as otherwise provided by law, in the event that no shares of Class B Common Stock shall be outstanding (whether due to any conversion pursuant to Paragraph 4(c) or otherwise), the right to vote on the election

or removal of directors of the Corporation is vested exclusively in the holders of the outstanding shares of Class A Common Stock and the holders of the outstanding shares of Voting Preferred Stock, if any, voting together as a single class, with each outstanding share of Class A Common Stock and each outstanding share of Voting Preferred Stock, if any, having one vote per share for such purpose.

Any director elected pursuant to this Paragraph 5(a) may be removed either for or without cause at any time by the affirmative vote of the holders of a majority of all of the outstanding shares of the class of voting security or securities which nominated and elected such director, at a special meeting of stockholders called for such purpose, and any vacancy created by such removal may be filled, at such special meeting, by the affirmative vote of the holders of a majority of all of the outstanding shares entitled to vote on such removal; provided, however, that if such director was nominated and elected by the holders of the outstanding shares of Class B Common Stock and at or prior to the time such special meeting is held no shares of Class B Common Stock shall be outstanding (whether due to any automatic conversion pursuant to Paragraph 4(c) or otherwise), the affirmative vote of the holders of a majority of all of the outstanding shares of Class A Common Stock and of all the outstanding shares of Voting Preferred Stock, if any, voting together as a single class,



shall be required for any such removal and the filling of any vacancy created by such removal.

If prior to the end of the term of any director elected pursuant to this Paragraph 5(a), a vacancy in the office of a director shall occur by reason of death, resignation or disability, such vacancy shall be filled by the appointment of a new director for the unexpired term of such former director by a majority of the remaining directors elected by the holders of the same class of voting security or securities which elected such former director or, as the case may be, by the sole remaining director so elected; provided, however, that if such former director was elected by the holders of the outstanding shares of Class B Common Stock and at the time such vacancy is created no shares of Class B Common Stock shall be outstanding (whether due to any automatic conversion pursuant to Paragraph 4(c) or otherwise), such vacancy shall be filled by a majority of all the remaining directors or, as the case may be, by the sole remaining director.

If either the holders of shares of Class A Common Stock and shares of Voting Preferred Stock, if any, voting together as a single class, or the holders of shares of Class B Common Stock, voting together as a single class, shall fail to elect such number of directors as such holders shall have the right to nominate and elect pursuant to this Paragraph 5(a), the

vacancy or vacancies created by such failure to elect may be filled at any time prior to the end of the term of the directors then in office by a majority of the remaining directors elected by the holders of each such class which so failed to elect or, as the case may be, by the sole remaining director so elected; provided, however, that if such vacancy or vacancies were created by failure of the holders of outstanding shares of Class B Common Stock so to elect and at the time such vacancy or vacancies are to be filled no shares of Class B Common Stock shall be outstanding (whether due to any automatic conversion pursuant to Paragraph 4(c) or otherwise), such vacancy or vacancies shall be filled by a majority of all of the remaining directors or, as the case may be, by the sole remaining director.

(b) Except as otherwise required by law, the holders of shares of Class C Common Stock shall not have any right to vote on any matters to be voted upon by the stockholders of the Corporation (including, without limitation, for any election or removal of the directors of the Corporation), and the number of shares of Class C Common Stock shall not be included in determining the number of shares voting or entitled to vote on any such matters.

6. As used in this Article FOURTH, the following terms shall have the following respective meanings:

(i) "Affiliate" shall mean, with respect to a specified Person, any Person that directly, or indirectly, through one or more intermediaries, controls, or is controlled by, or is under common control with, the Person specified.

(ii) "holder" shall mean with respect to any shares of Common Stock or any shares of Preferred Stock, the Person in whose name such shares are registered on the stock and transfer books of the Corporation.

(iii) "Person" shall mean any corporation, association, partnership, venture, organization, trust or individual.

7. Notices and other communications required or otherwise provided pursuant to this Article FOURTH shall be in writing and shall be personally delivered, or sent by registered or certified mail, postage prepaid and properly addressed, with return receipt requested, or sent by telegram, telex, telecopy or similar form of telecommunication, and shall be deemed to have been given when received. In the case of the Corporation, any such notice or other communication shall be sent to the principal office of the Corporation and in the case of any holder, to the address set forth in the stock and transfer books of the Corporation for such holder.

FOURTH: The foregoing Amendment to the Certificate of Incorporation of the Corporation has been duly adopted in accordance with the provisions of Section 241 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Shaughnessy Holdings, Inc. has caused this Certificate to be signed by Daniel R. Shaughnessy, its President, and attested by Edward A. Paul, its Secretary, this 26th day of April, 1983.

SHAUGHNESSY HOLDINGS, INC.

By *Daniel R. Shaughnessy*  
Daniel R. Shaughnessy,  
President

ATTEST:

*Edward A. Paul*  
Edward A. Paul, Secretary