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CERTIFICATE OF AMENDMENT OF CERTIFICATE
OF INCORPORATION OF
SAGA ADMINISTRATIVE CORPORATION
UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW
OF THE STATE OF NEW YORK

625536

WE, THE UNDERSIGNED, WILLIAM F. SCANDLING AND ALWIN W. JOHNSON, being respectively the President and the Secretary of Saga Administrative Corporation, do hereby certify:

1. The name of the corporation is Saga Administrative Corporation.
2. The certificate of incorporation of said corporation was filed in the office of the Department of State of New York on the 17th day of June, 1957.
3. The amendment effected by this Certificate of Amendment is as follows:

Article 3 of the Certificate of Incorporation, as heretofore amended, dealing with the authorized shares of capital stock of the Company and providing generally for 2,000,000 shares of a par value of One Dollar (\$1.00) each is hereby amended to read in full as follows:

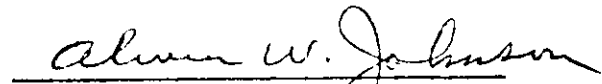
"3. The amount of the capital stock shall be Five Million Dollars (\$5,000,000.00) to consist of Five Million (5,000,000) shares of a par value of One Dollar (\$1.00) each. Upon the effective date of this amendment, the presently outstanding Five Hundred Fifty-Three Thousand Seven Hundred Nine (553,709) shares of a par value of One Dollar (\$1.00) each are hereby converted into an aggregate of One Million Six Hundred Sixty-One Thousand One Hundred Twenty-Seven (1,661,127) shares of a par value of One Dollar (\$1.00) each and the One Million Four Hundred Forty-Six Thousand Two Hundred Ninety-One (1,446,291) authorized and unissued shares of a par value of One Dollar (\$1.00) each are hereby converted into an aggregate of Three Million Three Hundred Thirty-Eight Thousand Eight Hundred Seventy-Three (3,338,873) shares of a par value of One Dollar (\$1.00) each. None of the shares of the capital stock of this corporation shall at any time be subject to preemptive rights."

4. Upon amendment of the Certificate of Incorporation as hereinabove provided, each share of capital stock of this corporation of a par value of One Dollar (\$1.00) per share shall be split up and divided into three (3) shares of capital stock of this corporation of a par value of One Dollar (\$1.00) per share.
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5. The above amendment to the Certificate of Incorporation was authorized by vote of the holders of a majority of all outstanding shares entitled to vote at a meeting of the shareholders held on the 8th day of July, 1968.

IN WITNESS WHEREOF, we have subscribed this certificate this 17th day of July, 1968.

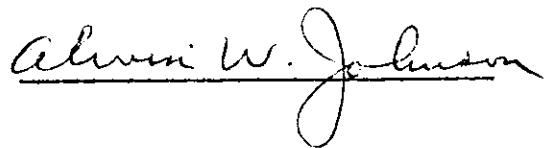

William F. Scandling
President


Alwin W. Johnson
Secretary

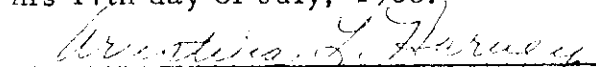
STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN MATEO)

ALWIN W. JOHNSON, being first duly sworn, deposes and says:

That he is an officer, to wit, Secretary, of SAGA ADMINISTRATIVE CORPORATION, a corporation named in the foregoing Certificate of Amendment of the Certificate of Incorporation of Saga Administrative Corporation, and as such officer is authorized to make this verification in its behalf; that he has read the foregoing Certificate of Amendment of Certificate of Incorporation and knows the contents thereof; that the same is true of his own knowledge except as to those matters therein stated on information and belief and as to those matters he believes it to be true.



Subscribed and sworn to before me
this 17th day of July, 1968.


Notary Public in and for said County
of San Mateo, State of California.
Commission No. 205073, expiring
March 25, 1972.

I CERTIFY That I have compared the preceding
copy with the original Certificate of Amendment of Certificate of
Incorporation of

Saga Administrative Corporation,

filed in this department on the 23rd day of July, 1968, 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 thirteenth day
of August, one thousand nine hundred
sixty-eight.

John P. Lomenzo

Secretary of State