

STATE OF CALIFORNIA



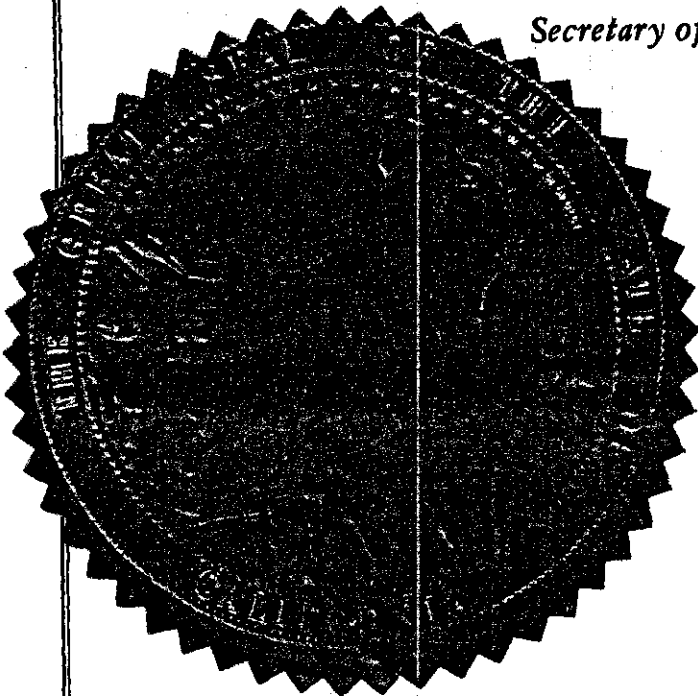
DEPARTMENT OF STATE

To all to whom these presents shall come, Greetings:

I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

In testimony whereof, I, FRANK M. JORDAN, Secretary of State, have hereunto caused the Great Seal of the State of California to be affixed and my name subscribed, at the City of Sacramento, in the State of California,
this APR 13 1956



Frank M. Jordan
Secretary of State

By

[Signature]
Assistant Secretary of State

156904

A 438

Cap. Stk. changed from \$1,000,000 to \$1,500,000

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION OF FRIDEN
CALCULATING MACHINE CO., INC.

THE UNDERSIGNED, P. R. SAMWELL and C. T. GRUENHAGEN, do hereby certify that they are, respectively, and have been at all times herein mentioned, the duly elected and acting Vice-President and Secretary of FRIDEN CALCULATING MACHINE CO., INC., a California corporation, and further that:

1. At a special meeting of the Board of Directors of said corporation, duly held, at 10:00 o'clock A.M. on March 27, 1956, at which meeting there was at all times present and acting a quorum of the members of said Board, the following resolution was duly adopted:

"WHEREAS, the presently authorized stock of this corporation is 1,000,000 shares, of the par value of \$1.00 per share; and

WHEREAS, it is deemed to the advantage, benefit, and best interests of this corporation, and of all persons interested therein, that, by amendment of its Articles of Incorporation as hereinafter provided, the number of its authorized shares be increased to 1,500,000 shares;

NOW, THEREFORE, BE IT RESOLVED that Article Fourth of the Articles of Incorporation of this corporation be amended to read as follows:

'FOURTH: This corporation is authorized to issue only one class of shares of stock, denominated shares of common stock. The total number of shares which this corporation shall have authority to issue is 1,500,000; the par value of each of said shares is \$1.00; and the aggregate par value of said shares is \$1,500,000.00.'

AND BE IT FURTHER RESOLVED that this Board of Directors of this corporation hereby adopts and approves said amendment of its Articles of Incorporation; and

FILED

In the office of the Secretary of State
of the State of California

APR 1-1 1956

By *Raymond M. Martz*
Raymond M. Martz
Secretary

PEDDER, FERGUSON
& PEDDER
ATTORNEYS AT LAW
405 MONTGOMERY STREET
SAN FRANCISCO 4, CALIF.
DOUGLAS 2-1195

1 BE IT FURTHER RESOLVED that the President
2 or any Vice-President, and the Secretary or
3 any Assistant Secretary, of this corporation
4 be, and they are hereby, authorized and
5 directed to procure the adoption and approval
6 of the foregoing amendment by the vote or
7 written consent of shareholders of this
8 corporation holding at least a majority of
9 the voting power, and thereafter to sign
10 and verify by their oaths and to file a
11 certificate in the form and manner required
12 by the California Corporations Code, and,
13 in general, to do any and all things neces-
14 sary or by them deemed desirable to
15 effectuate said amendment of the Articles
16 of Incorporation of this corporation."

17
18 2. At a special meeting of the shareholders of said
19 corporation, duly held at its principal office for the transaction
20 of business, at San Leandro, California
21 of business, at 11:00 o'clock A.M. on April 9, 1956, the following
22 resolution was duly adopted:

23 "WHEREAS, the Board of Directors of this
24 corporation, at a special meeting duly held
25 on the 27th day of March, 1956, adopted and
26 approved by resolution of said Board an
27 amendment of the Articles of Incorporation
28 of this corporation amending Article Fourth
29 of said Articles to read as follows:

30 "WHEREAS, the presently authorized
31 stock of this corporation is
32 1,000,000 shares, of the par value
of \$1.00 per share; and

WHEREAS, it is deemed to the ad-
vantage, benefit, and best interests
of this corporation, and of all per-
sons interested therein, that, by
amendment of its Articles of In-
corporation as hereinafter provided,
the number of its authorized shares
be increased to 1,500,000 shares;

NOW, THEREFORE, BE IT RESOLVED
that Article Fourth of the Articles
of Incorporation of this corporation
be amended to read as follows:

"FOURTH: This corporation
is authorized to issue only
one class of shares of stock,
denominated shares of common
stock. The total number of
shares which this corporation
shall have authority to issue
is 1,500,000; the par value of
each of said shares is \$1.00;
and the aggregate par value of
said shares is \$1,500,000.00."

1 STATE OF CALIFORNIA
2 COUNTY OF ALAMEDA } SS
3

4 P. R. SAMWELL and C. T. GRUENHAGEN, being first duly sworn,
5 each for himself deposes and says:

6 That P. R. SAMWELL and C. T. GRUENHAGEN are, and at all
7 times mentioned in the foregoing certificate of amendment were,
8 the Vice-President and Secretary, respectively, of FRIDEN
9 CALCULATING MACHINE CO., INC., a California corporation, therein
10 mentioned, and each has read said certificate; and that the state-
11 ments therein made are true of his own knowledge, and the signa-
12 tures thereto purporting to be the signatures of P. R. SAMWELL and
13 C. T. GRUENHAGEN are the genuine signatures of said P. R. SAMWELL
14 and C. T. GRUENHAGEN.

15
16 
P. R. SAMWELL
17
18 
C. T. GRUENHAGEN
19
20

21 Subscribed and sworn to before me this
22 9th day of April, 1956.

23 
24 Notary Public in and for the County of ALAMEDA
State of California.

25 My Commission Expires: March 17, 1957
26
27
28
29
30
31
32

1 AND BE IT FURTHER RESOLVED that
2 this Board of Directors of this
3 corporation hereby adopts and ap-
4 proves said amendment of its Arti-
5 cles of Incorporation; and

6 BE IT FURTHER RESOLVED that the
7 President or any Vice-President,
8 and the Secretary or any Assistant
9 Secretary, of this corporation be,
10 and they are hereby, authorized and
11 directed to procure the adoption and
12 approval of the foregoing amendment
13 by the vote or written consent of
14 shareholders of this corporation
15 holding at least a majority of the
16 voting power, and thereafter to sign
17 and verify by their oaths and to file
18 a certificate in the form and manner
19 required by the California Corporations
20 Code, and, in general, to do any and
21 all things necessary or by them deemed
22 desirable to effectuate said amendment
23 of the Articles of Incorporation of
24 this corporation.

25 NOW, THEREFORE, BE IT RESOLVED that the
26 foregoing amendment of the Articles of In-
27 corporation of this corporation be, and the
28 same is hereby, adopted and approved by the
29 shareholders of this corporation, and that
30 Article Fourth of the Articles of Incorpora-
31 tion of this corporation be amended to read
32 as herein set forth."

3. The total number of shares of said corporation entitled
to vote on or consent to the adoption of such amendment is 764,820
shares; and the foregoing amendment was adopted and approved at
said stockholders' meeting by the total vote of 680,174
shares.

IN WITNESS WHEREOF, the undersigned have executed this
certificate of amendment this 9th day of April, 1956.


P. R. Samwell, Vice-President of Friden
Calculating Machine Co., Inc.


C. T. Gruenhagen, Secretary of Friden
Calculating Machine Co., Inc.