State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Amendment of the "INTERPACE CORPORATION", as received and filed in this office the second day of May, A.D. 1980, at 9 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this twenty-second day of May in the year of our Lord one thousand nine hundred and eighty.

Glenn C. Kenton

Glenn C. Kenton, Secretary of State

FORM 121

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

INTERPACE CORPORATION

INTERPACE CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of INTERPACE CORPORATION, duly held and convened, resolutions were duly adopted, setting forth a proposed amendment to the Certificate of Incorporation of said corporation and declaring said amendment advisable and directing that said amendment be considered at the next annual meeting of the stockholders of said corporation. The resolution setting forth the proposed amendment is as follows:

> RESOLVED, that subject to the approval of the stockholders entitled to vote thereon, the Certificate of Incorporation of the Corporation, as heretofore amended, be further amended by striking out all of the first sentence of the first paragraph of Article Fourth thereof and substituting in lieu thereof a new first sentence of the first paragraph to read as follows:
>
> > Fourth: The total authorized capital stock of the Corporation consists of 22,334,227 shares, of which number 334,227 are shares of 5% Cumulative Convertible Preferred Stock, Par Value \$100 per share ("Preferred Stock"), 2,000,000 are shares of Preference Stock, Par Value \$25 per share ("Preference Stock"), and 20,000,000 are shares of Common Stock, Par Value \$1 per share ("Common Stock").

SECOND: That thereafter, pursuant to resolution of its Board of Directors, an annual meeting of stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of Delaware.

FOURTH: That the capital of said corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said INTERPACE CORPORATION has caused this certificate to be signed by its Vice President and attested by its Secretary this 30th day of April, 1980.

INTERPACE CORPORATION

By Harold A. Sanford, Jr.
H. A. Sanford, Jr., Vice President

ATTEST:

By Robert R. Behn
Robert R. Behn, Secretary