

State of New Jersey

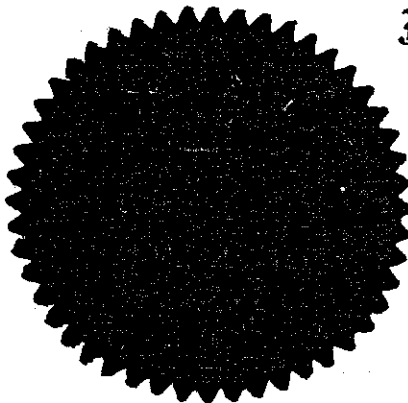


Department of State

JOSEPH A. BROPHY
~~I, Thomas A. Mathis~~, Secretary of State of the State
of New Jersey do hereby Certify that the foregoing is a true
copy of Certificate of Change of Name of
Underwood Elliott Fisher Company to the
UNDERWOOD CORPORATION,

and the endorsements thereon,
as the same is taken from and compared with the original filed
in my office on the Twenty-third day of March, A.D.
1945, and now remaining on file and of record therein

In Testimony Whereof, I have hereunto
set my hand and affixed my Official
Seal at Trenton, this Twenty-third
day of March, A.D. 1945.



J. A. Brophy
Secretary of State

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

UNDERWOOD ELLIOTT FISHER COMPANY

Underwood Elliott Fisher Company, a corporation of the State of New Jersey, by L. C. Stowell, its First Vice-President, and C. S. Duncan, its Secretary, **HEREBY CERTIFIES:**

1. That the location of the principal office of said corporation in the State of New Jersey is 415-431 St. Mary Street, in the City of Burlington, County of Burlington.

2. That the name of the agent therein and in charge thereof, upon whom process against said corporation may be served, is Edward W. Curtis, Jr.

3. That the Board of Directors of said corporation, at a meeting duly convened and held on the 8th day of February, 1945, duly and unanimously passed the following resolutions:

RESOLVED, that it is advisable that the Certificate of Incorporation of this corporation be amended to change the name of the corporation from Underwood Elliott Fisher Company to Underwood Corporation, and that the Section of the Certificate of Incorporation of this corporation numbered "FIRST" be, and the same hereby is, amended to read as follows:

"FIRST: That the name of the corporation is Underwood Corporation."

and further

RESOLVED, that a meeting of stockholders of this corporation be, and the same hereby is, called to be held at the office of the corporation in the City and State of New York at One Park Avenue, on the 22d day of March, 1945, at 3:30 o'clock P. M., to take action upon the foregoing resolution.

4. That thereafter on the 22d day of March, 1945, pursuant to such call of the Board of Directors, and upon due waiver of notice signed by each stockholder having voting powers, in accordance with the by-laws of said corporation, a special meeting of the stockholders of said corporation was duly held, at which meeting all the stockholders of the corporation having voting powers were present in person or represented by proxy, and that all the stockholders having voting powers voted in favor of the following resolutions authorizing the change so recommended by the Board of Directors:

RESOLVED, that the Certificate of Incorporation of this corporation be, and the same hereby is, amended to change the name of this corporation from Underwood Elliott Fisher Company to Underwood Corporation, and that the Section of the Certificate of Incorporation of this corporation numbered "FIRST" be, and the same hereby is, amended to read as follows:

"FIRST: That the name of the corporation is Underwood Corporation."

and further

RESOLVED, that the proper officers of this corporation be, and they hereby are, authorized and directed to execute and file a Certificate of Amendment of the Certificate of Incorporation of this corporation, and to do all other things necessary or desirable to carry into effect these resolutions.

5. That said corporation has changed its name from Underwood Elliott Fisher Company to Underwood Corporation, said change of name having been declared by resolution of the Board of Directors of said corporation (above recited) to be advisable, and having been duly and regularly assented to by the vote of more than two-thirds ($\frac{2}{3}$) in interest of the stockholders of said corporation having voting powers, by resolution (above cited), at a meeting duly called by the Board of Directors for that purpose.

IN WITNESS WHEREOF said corporation has caused this Certificate to be signed by its First Vice-President and its Secretary, and its corporate seal to be hereunto affixed this 22d day of March, 1945.

UNDERWOOD ELLIOTT FISHER COMPANY

By L. C. STOWELL
First Vice-President

C. S. DUNCAN
Secretary

Attest:

C. S. DUNCAN
Secretary

(CORPORATE SEAL)

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STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

BE IT REMEMBERED, that on this 22d day of March, A. D. 1945, before me, the subscriber, a Notary Public in and for the County of New York, in the State of New York, personally appeared C. S. DUNCAN, Secretary of the Underwood Elliott Fisher Company, the corporation named in and which executed the foregoing certificate, who, being by me duly sworn, according to law, does depose and say and make proof to my satisfaction that he is the Secretary of said corporation; that the seal affixed to said corporate certificate is the corporate seal of said corporation, the same being well known to him; and it was affixed by order of said corporation; that L. C. Stowell is the First Vice-President of said corporation; that he saw said L. C. Stowell as such First Vice-President sign said certificate and affix said seal thereto and deliver said certificate, and heard him declare that he signed, sealed and delivered said certificate as the voluntary act and deed of said corporation, by its order and by authority of its board of directors and by the vote, either in person or by proxy duly constituted and thereunto duly authorized of more than two-thirds in interest of the said stockholders having voting powers, for the uses and purposes therein expressed; and that said C. S. Duncan signed his name thereto at the same time as subscribing witness.

C. S. DUNCAN

Subscribed and sworn to before me
the day and year aforesaid.

JOHN HARSHAW

(NOTARIAL SEAL)

JOHN HARSHAW
Notary Public, Bronx County
Bronx Co. Clerk's No. 29, Reg. No. 96-H-6
Certificates filed in
N. Y. Co. Clerk's No. 456, Reg. No. 232-H-6
Commission Expires March 30, 1946

No. 19711

State of New York, }
County of New York, } ss.:

I, ARCHIBALD R. WATSON, County Clerk and Clerk of the Supreme Court, New York County, the same being a Court of Record having by law a seal, Do HEREBY CERTIFY, that JOHN HARSHAW whose name is subscribed to the annexed deposition, certificate of acknowledgment or proof, was at the time of taking the same a NOTARY PUBLIC acting in and for said County, duly commissioned and sworn, and qualified to act as such; that he has filed in the Clerk's office of the County of New York a certificate of his appointment and qualification as a Notary Public for the County of Bronx with his autograph signature; that as such Notary Public he was duly authorized by the laws of the State of New York to protect notes, to take and certify depositions, to administer oaths and affirmations, to take affidavits and certify the acknowledgment or proof of deeds and other written instruments for lands, tenements and hereditaments, to be read in evidence or recorded in this State. And further, that I am well acquainted with the handwriting of such Notary Public, or have compared the signature of such officer with his autograph signature filed in my office, and believe that the signature to the said annexed instrument is genuine.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this '22 day of March 1945.

Fee paid 25c.

(SEAL)

ARCHIBALD R. WATSON,
*County Clerk and Clerk of the
 Supreme Court, New York County*

ENDORSED
 FILED AND RECORDED
 MAR 23 1945 3:00 PM
 JOSEPH A. BROPHY
 Secretary of State