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CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF

XEROX CORPORATION

Under Section 805 of the Business Corporation Law

We, the undersigned, DAVID T. KEARNS and E. KENT DAMON, being respectively the President and the Secretary of Xerox Corporation, DO HEREBY CERTIFY that:

1. The name of the Corporation is "Xerox Corporation". The name under which it was formed is "THE HALOID COMPANY".

2. The Certificate of Incorporation was filed in the Office of the Secretary of State of the State of New York on April 18, 1906.

3. The Certificate of Incorporation is hereby amended by the addition of the following provision fixing the number, designation, relative rights, preferences, and limitations of \$5.45 Cumulative Preferred Stock, as fixed by the Board pursuant to authority vested in it by the Certificate of Incorporation, to wit:

(a) The distinctive serial designation of the initial series of Cumulative Preferred Stock is "\$5.45 Cumulative Preferred Stock" (the "First Series"); and the aggregate number of shares which shall constitute such series is 8,375.

(b) The annual dividend rate for the First Series is \$5.45 per share and the date from and after which dividends on each share of the First Series shall be cumulative is January 11, 1983.

(c) The redemption price for the First Series applicable to redemption for the mandatory and optional sinking fund established by paragraph (e) below shall be \$50 per share and for the voluntary redemptions established by paragraph (f) below as follows for redemptions after the dates indicated:

April 1, 1988	\$52.725
April 1, 1989	\$52.180
April 1, 1990	\$51.635
April 1, 1991	\$51.090
April 1, 1992	\$50.545
April 1, 1993 and thereafter	\$50.00

(d) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of the First Series shall be entitled to receive out of the assets of the Corporation, before any distribution or payment shall be made to the holders of any junior stock, the per share redemption price of \$50 plus an amount equal to all accrued and unpaid dividends thereon to the date fixed for the payment of such distributive amount.

(e) As and for a Sinking Fund for the shares of the First Series, so long as any shares thereof are outstanding, the Corporation shall redeem, on January 1 in each of the years 1993 through 2003, inclusive (hereinafter referred to as "Sinking Fund Dates"), commencing on January 1, 1993, a number of shares of the First Series equal to, on the Sinking Fund Dates of the years 1993 through 2002, inclusive, 8.18% of the number of shares of the First Series outstanding on January

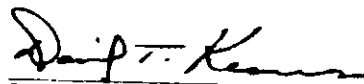
1, 1993, and, on the Sinking Fund Date in 2003, all shares of the First Series then remaining outstanding (the Corporation's obligation to redeem such number of shares on any Sinking Fund Date being hereinafter referred to as the "Sinking Fund Obligation" for such date). If the Corporation shall fail to discharge its Sinking Fund Obligation on any Sinking Fund Date for any reason, such Sinking Fund Obligation to the extent not discharged shall become an additional Sinking Fund Obligation on each succeeding Sinking Fund Date until fully discharged, provided that all outstanding shares of the First Series shall be redeemed not later than January 1, 2003. The obligation of the Corporation to redeem shares for the Sinking Fund as aforesaid may, at the election of the Corporation, be reduced and satisfied, in whole or in part, by the number of shares of the First Series theretofore purchased, redeemed or otherwise acquired by the Corporation otherwise than through the operation of the Sinking Fund and not theretofore made the basis for the reduction of a Sinking Fund Obligation.

(f) The Board of Directors of the Corporation at any time and from time to time after April 1, 1988 may redeem all, or any number less than all, of the outstanding shares of the First Series.

(g) The First Series is not convertible into, or exchangeable for, shares of stock of any other class.

4. The amendment to the Certificate of Incorporation was authorized by resolutions duly adopted by the Board of Directors of the Corporation at a meeting thereof duly called and held.

IN WITNESS WHEREOF, this Certificate has been signed on the 11th day of January, 1983 and the statements contained therein are affirmed as true under penalties of perjury.



David T. Kearns, President



Martin S. Wagner, Assistant Secretary