

RESTATED CERTIFICATE OF INCORPORATION  
OF  
SAGA CORPORATION

UNDER SECTION 807 OF THE BUSINESS CORPORATION LAW

We, the undersigned, Ernest W. Collins, Jr. and Eleanor A. Elrod, being respectively the Vice President and Assistant Secretary of Saga Corporation, in accordance with Section 807 of the Business Corporation Law, do hereby certify that:

1. The name of the corporation is Saga Corporation (incorporated as Saga Administrative Corporation).

2. The Certificate of Incorporation was filed by the Department of State on June 17, 1957, and was restated on February 2, 1963.

3. The amendments effected by the Restated Certificate of Incorporation are (i) to change the purpose provision from a specific purposes provision to a general purposes provision, in accordance with recent amendments to the New York Business Corporation Law, (ii) to increase the authorized shares of Common stock of the corporation from Twenty Million (20,000,000) to Forty Million (40,000,000), (iii) to authorize One Million (1,000,000) shares of Junior Common stock, and (iv) to set forth the rights, privileges and restrictions applicable to the Junior Common stock.

4. The text of the Certificate of Incorporation, as heretofore amended, is hereby restated to read as herein set forth in full:

1. The name of this corporation shall be Saga Corporation.

2. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law, and is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency, or other body without such consent or approval first being obtained, and by this statement all lawful acts and activities shall be within the purposes of the corporation, except for express limitations contained herein or in the Business Corporation Law.

3. The corporation is authorized to issue three classes of shares to be designated respectively as

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"Common Stock", "Junior Common Stock" and "Preferred Stock." The total number of shares of Common Stock authorized is forty million (40,000,000). Each share of Common Stock shall have a par value of one dollar (\$1.00). The total number of shares of Junior Common Stock authorized is one million (1,000,000). Each share of Junior Common Stock shall have a par value of ten cents (\$.10). The total number of shares of Preferred authorized is five million (5,000,000), which may be issued in one or more series. Each share of Preferred Stock shall have a par value of ten cents (\$.10). The board of directors is authorized to fix the number and designation of any series of preferred shares, and to determine or alter the relative rights, preferences, privileges or limitations granted to or imposed upon any wholly unissued series of Preferred Stock. None of the shares of capital stock of this corporation shall at any time be subject to preemptive rights.

4. The rights, privileges and restrictions applicable to the Junior Common Stock are as set forth below:

(a) Voting Rights

The holders of Common Stock and holders of Junior Common Stock shall vote together as a single class on all matters submitted to a vote of the shareholders of the corporation. Each holder of Junior Common Stock shall be entitled to one-tenth (1/10) of a vote for each share of Junior Common Stock held by such holder as of the record date for such vote. Any fractional voting rights resulting from the application of such computation to the total number of shares of Junior Common Stock held by each holder of record shall not be taken into account.

(b) Dividends

The holders of Junior Common Stock shall be entitled to receive pro rata with the holders of Common Stock, when and as declared by the board of directors, out of assets of the corporation at the time legally available therefor, dividends at the rate determined by the board of directors, subject to the prior rights (if any) as to dividends of the holders of shares of Preferred Stock; provided, however, that any

dividends so declared, set aside or paid on each share of Junior Common Stock for any dividend period shall be in an amount equal to one-tenth (1/10) of the dividend per share declared, set aside or paid for such period on the Common Stock.

(c) Liquidation Rights

In the event of any liquidation, dissolution or winding up of the corporation, either voluntarily or involuntarily, after the payment in full of all preferential amounts (if any) to which holders of all classes and series of the corporation's then outstanding Preferred Stock having prior liquidation rights, the remaining assets of the corporation shall be distributed pro rata to the holders of Common Stock and Junior Common Stock such that the holders of Junior Common Stock shall receive a liquidation distribution per share which is one-tenth (1/10) of the amount per share to be distributed to the holders of the Common Stock.

(d) Other Rights, Privileges and Restrictions

Except as otherwise provided in paragraphs (a) through (c) hereof, the rights, privileges and restrictions applicable to the Junior Common Stock and the Common Stock shall be identical in all respects.

(e) Adjustments

The voting, dividend and liquidation ratios established in paragraphs (a) through (c) above between the Junior Common Stock and the Common Stock shall be appropriately adjusted in the event of any stock split, stock dividend or similar recapitalization affecting the number of outstanding shares of Common Stock or Junior Common Stock.

5. The office of the corporation shall be located in the City of New York, County of New York; and the address to which the Secretary of State shall mail a copy of process in any action or proceedings against the corporation, which may be served upon him, is CT Corporation System, 1633 Broadway, New York, NY 10019.

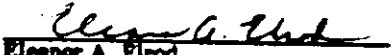
6. The duration of the corporation shall be perpetual.

7. CT Corporation System, 1633 Broadway, New York, NY 10019, is hereby designated as the corporation's registered agent in New York upon whom all process against the corporation may be served.

5. This restatement of the Certificate of Incorporation was authorized by the Board of Directors of the corporation and approved by a vote of the holders of a majority of all outstanding shares of the corporation entitled to vote on an amendment to the Certificate of Incorporation at a meeting of shareholders.

IN WITNESS WHEREOF, we have signed this certificate on this 2nd of November, 1983.

  
Ernest W. Collins, Jr.  
Vice President

  
Eleanor A. Elrod  
Assistant Secretary

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VERIFICATION

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

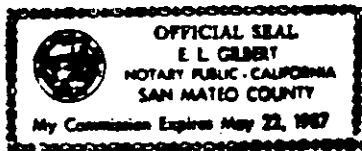
Ernest W. Collins, Jr., being duly sworn, deposes and says under penalty of perjury that he is one of the persons who executed the above certificate, that he has read the foregoing and knows the contents thereof, and that the statements contained therein are true.

  
Ernest W. Collins, Jr.  
Vice President

Sworn to before me this 2nd day  
of November, 1983.

  
Notary Public

[Seal]



VERIFICATION

STATE OF CALIFORNIA )  
COUNTY OF SAN MATEO )

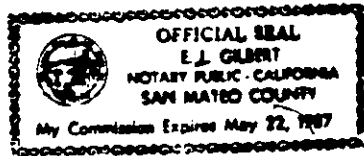
Eleanor A. Elrod, being duly sworn, deposes and says under penalty of perjury that she is one of the persons who executed the above certificate, that she has read the foregoing and knows the contents thereof, and that the statements contained therein are true.

*Eleanor A. Elrod*  
Eleanor A. Elrod  
Assistant Secretary

Sworn to before me this 2nd day  
of November, 1953.

*E. J. Gilbert*  
Notary Public

[Seal]

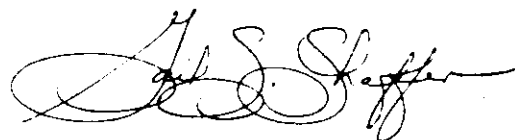


State of New York }  
Department of State } ss.:

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*I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.*

*Witness my hand and seal of the Department of State on*



*Secretary of State*