

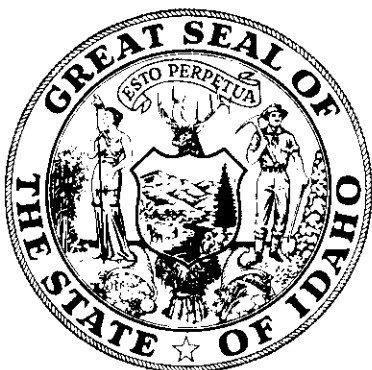


CERTIFICATE OF AUTHORITY
OF
GENERAL DISCOUNT CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of GENERAL DISCOUNT CORPORATION for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to GENERAL DISCOUNT CORPORATION to transact business in this State under the name GENERAL DISCOUNT CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated April 23, 1 19 81



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

RECEIVED

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is General Discount Corporation
2. *The name which it shall use in Idaho is General Discount Corporation
3. It is incorporated under the laws of Massachusetts
4. The date of its incorporation is April 30, 1951 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is Suite 1800, 60 State Street, Boston, Massachusetts 02109
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Commercial Financing

8. The names and respective addresses of its directors and officers are: SEE ATTACHED RIDER

Name	Office	Address

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>100</u>	<u>Common</u>	<u>no par value</u>
<u>6,288</u>	<u>preferred</u>	<u>\$1.00</u>

See letter attached

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
70	Common	No par value
6,288	Preferred	\$1.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated March 26, 1981

General Discount Corporation

By Harvey H. Paige
Harvey H. Paige
Its Vice President

and James K. Seder
James K. Seder
Its Assistant Secretary

STATE OF Massachusetts)
COUNTY OF Suffolk) ss:

I, VICKERY HALL KEHLENBECK, a notary public, do hereby certify that on this 26th day of March, 19 81, personally appeared before me Harvey H. Paige, who being by me first duly sworn, declared that he is the Vice President of General Discount Corporation

that he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

Vickery Hall Kehlenbeck
Notary Public
Vickery Hall Kehlenbeck

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

GENERAL DISCOUNT CORPORATION
COMMERCIAL FINANCING

*Received
10-18-82
10:19 Am*

60 STATE STREET
BOSTON, MASSACHUSETTS 02109
(617) 227-0900

October 13, 1982

Secretary of State
State of Idaho
State House
Boise, Idaho 83720

RE: Certificate of Authority dated April 23, 1981

Dear Sir or Madam:

Please be advised that an error was made on the Application for a Certificate of Authority filed by General Discount Corporation.

The 6,288 shares of preferred stock which are authorized and issued were erroneously described as having a par value of \$1.00 each; those shares in fact have a par value of \$100.00 each.

Please let me know if you require any further documentation of this correction. I have enclosed an extra copy of this letter, and would appreciate it if you would mark it as having been received, with the date of receipt, and return it in the enclosed postage-paid envelope.

Thank you for your attention to this matter.

Very truly yours,


Peter Bickoff
Vice President

/rmc
encs.

Vickery Hall Keddenbeck
Notary Public
Commonwealth of Massachusetts
My Commission Expires
July 18, 1986

cc: Dennis Baker
C T Corporation

OFFICERS AND DIRECTORS

HOME ADDRESS

BUSINESS ADDRESS

David J. Seder	Chairman of the Board	280 Boylston Street Chestnut Hill, MA. 02167	60 State Street Boston, MA. 02109
Lawrence R. Seder	President	135 Willard Road Brookline, MA. 02146	60 State Street Boston, MA. 02109
Edward Lane-Reticker	Clerk	161 Four Mile Road West Hartford, CT. 06107	One Constitution Plaza Hartford, CT. 06115
Raymond A. Meany, Jr.	Treasurer	1 Birch Road West Hartford, CT. 06119	One Constitution Plaza Hartford, CT. 06115
David W. Elliot	Vice President	9 Adams Street Westwood, MA. 02090	60 State Street Boston, MA. 02109
Harvey H. Paige	Vice President	23 Debra Lane Frammingham, MA. 01701	60 State Street Boston, MA. 02109
John M. Patterson	Vice President	35 Prospect Street Reading, MA. 01867	60 State Street Boston, MA. 02109
James K. Seder	Exec. Vice President Asst. Clerk & Asst. Treas.	77 Pond Avenue Brookline, MA. 02146	60 State Street Boston, MA. 02109
Thomas M. Clyde	Assistant Clerk	7 Norwood Road West Hartford, CT. 06117	One Constitution Plaza Hartford, CT. 06115

OFFICERS AND DIRECTORS continuedHOME ADDRESSBUSINESS ADDRESS

Walter J. Connolly, Jr.	Director	151 Cliffmore Road West Hartford, CT. 06107	One Constitution Plaza Hartford, CT. 06115
Jose M. Calhoun	Director	1224 Prospect Avenue Hartford, CT. 06105	One Constitution Plaza Hartford, CT. 06115
Roger M. Keefe	Director	Wilson Point South Norwalk, CT. 06854	One Constitution Plaza Hartford, CT. 06115
Edward Lane-Reticker	Director	161 Four Mile Road West Hartford, CT. 06107	One Constitution Plaza Hartford, CT. 06115
John E. Laverly	Director	24 Ridge Road Cromwell, CT. 06416	One Constitution Plaza Hartford, CT. 06115
James F. McNally	Director	258 North Whitney Street Hartford, CT. 06105	One Constitution Plaza Hartford, CT. 06115
David B. Payne	Director	184 Westledge Road West Simsbury, CT. 06092	One Constitution Plaza Hartford, CT. 06115
David J. Seder	Director	280 Boylston Street Chestnut Hill, MA. 02167	60 State Street Boston, MA. 02109
James K. Seder	Director	77 Pond Avenue Brookline, MA. 02146	60 State Street Boston, MA. 02109
Lawrence R. Seder	Director	135 Willard Road Brookline, MA. 02146	60 State Street Boston, MA. 02109
Gordon L. Ulmer	Director	169 Palisado Avenue Windsor, CT. 06095	One Constitution Plaza Hartford, CT. 06115

THE COMMONWEALTH OF MASSACHUSETTS
DEPARTMENT OF CORPORATIONS AND TAXATION
HENRY F. LONG, COMMISSIONER
226 STATE HOUSE, BOSTON

RECEIVED

AMENDMENT—ARTICLES OF CONSOLIDATION
OF

SECRETARY OF
STATE

General Discount Corporation

AND General Securities Corporation
INTO General Discount Corporation

PURSUANT TO SECTION FORTY-SIX B OF CHAPTER ONE HUNDRED AND FIFTY-SIX OF THE GENERAL LAWS

[NOTE. — These articles must be submitted to the commissioner of corporations and taxation within thirty days of the date of the last of the stockholders' meetings at which they were approved.

Within twenty days of the filing of the articles with the state secretary, the consolidated corporation must file a certified copy thereof in the registry of deeds in every district in which real property of any constituent corporation is situated.]

We, the undersigned, President, Treasurer, and a majority of the Board of Directors of each of the following corporations organized under the laws of The Commonwealth of Massachusetts, to wit:

General Discount Corporation, located at Worcester, Mass.

, located at

, located at

and General Securities Corporation, located at Worcester, Mass.

hereby certify that each of such corporations, at a meeting in each case duly called for the purpose, by affirmative vote of at least two thirds* of each class of its stock outstanding and entitled to vote, approved these Articles of Consolidation upon the filing of which as provided by law the consolidation of such corporations into a single new corporation upon the terms and conditions hereinafter set forth becomes effective.

*If the agreement of association or act of incorporation requires a larger vote, insert a statement of compliance with such requirement.

The name by which the consolidated corporation shall be known is

General Discount Corporation

The location of the principal office of the consolidated corporation in Massachusetts is to be

the City of Boston

XIXX

XIXX

XIXX

[The business address of the consolidated corporation is to be

92 State St., Boston, Mass.

When the business address is to be determined, give the name and business address of the treasurer or other officer of the corporation.

The purposes for which the consolidated corporation is formed and the nature of the business to be transacted by it are as follows:

See inserted pages.

PURPOSES OF CONSOLIDATED CORPORATION

To carry on a general finance business and in connection therewith any other business incidental thereto and not inconsistent with the law and statutes of Massachusetts as they now exist or as they may hereafter exist; to acquire by purchase or otherwise or to take as security and to hold, invest in, trade in, sell or otherwise dispose of chattel mortgages, conditional sale contracts, trust receipts, installment paper, warehouse receipts, bills of lading, acceptances, negotiable and non-negotiable instruments, accounts receivable, choses in action and any and all kinds of commercial or trade paper, title documents, security instruments, liens and obligations, contracts, indebtednesses and evidences of all the foregoing; to purchase or otherwise acquire and to sell, transfer or otherwise dispose of goods, wares and merchandise and personal property of any class, kind or description; to make loans or advances or furnish credit to any person, partnership, association, firm, corporation, or to any business organization without security or upon the security of any property, real or personal, or upon the security of any instruments, documents, rights and powers, choses in action or intangibles, upon conditions and terms as agreed; to endorse, guarantee or otherwise assure the payment of the indebtednesses of others and of any evidences thereof; to engage in the business of a factor, consignee or commission merchant; to act as principal, agent, factor, attorney-in-fact, broker, assignee, manager or other representative in the carrying on of its business; to develop, promote and extend the business interests of any business and to render service, financial or otherwise to the same; generally to engage or participate in commercial, trading or financial transactions, undertakings and operations of all kinds in the promotion, advancement or assistance, financial or otherwise, of any businesses; to enter into any lawful arrangement for sharing profits, union of interest, joint venture, participation or otherwise with any person, firm, corporation, association, partnership or entity in any part of the world in the carrying on of any business of the corporation; to purchase or otherwise acquire, hold, retire, or reissue the shares of its capital stock, to acquire and pay for in cash, stocks or bonds of this corporation or otherwise the good will, rights, assets, and property and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association, corporation or business organization; to subscribe for, purchase, or otherwise acquire, hold, sell, assign, transfer, exchange, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities, or evidences of indebtedness created or issued by any other corporation or corporations wherever organized and wherever doing business and while the owner thereof to exercise all the rights, powers and privileges of ownership; to issue bonds, debentures or obligations of this corporation from time to time for any of the purposes of the corporation and to secure the same by mortgage, pledge, deed of trust or otherwise; to have one or more offices and to carry on business in or outside of Massachusetts, and without restriction or limit as to amount as needful and necessary in the conduct of its business, to purchase or otherwise acquire, hold or mortgage, sell, convey or otherwise dispose of real and personal property of every class and description anywhere in the world, subject to applicable law, to carry on any other business in connection with the foregoing whether financing or otherwise; to be authorized directly or indirectly to promote the interests of the corporation and to do any and all of the things hereinbefore set forth to the same extent as natural persons might lawfully do. The foregoing clauses shall be construed not as an enumeration of specific purposes or powers shall not

be held to limit or restrict in any manner the purposes or powers of this corporation herein contained, which purposes and powers are used in their broadest sense and are intended to be so construed, or to limit any powers granted or as may hereafter be granted to corporations under the law and statutes of the Commonwealth of Massachusetts but shall be held to be in furtherance thereof, except that nothing herein contained shall authorize the corporation to be a Real Estate Corporation, Bank, Savings Bank, Insurance or Surety Company, Trust Company, Safe Deposit Company, Public Service or Public Utility Company. The corporation need not carry out or engage in the pursuit of all the foregoing purposes, but it shall be sufficient if at any time the corporation is engaged in one or more of such purposes.

The total number of shares which each corporation included in the consolidation has been authorized to issue, the par value, if any, the terms thereof, and the amount of stock issued, set forth in the manner required by General Laws, Chapter 156, Section 44, are as follows:

General Discount Corporation

(Name of Constituent Corporation)

CLASS OF STOCK	PAR VALUE If no par, so state	TOTAL NUMBER OF SHARES AUTHORIZED	TOTAL NUMBER OF SHARES ISSUED	INSTALLMENT STOCK		FULL PAID STOCK		
				Number of Shares Issued	Amount Paid Thereon In Cash	NUMBER OF SHARES ISSUED FOR		
						Cash	Property	Services or Expenses
Class A Preferred	\$100	1000	910					
" B Pfd.	\$100	2000	1584	none		910		
Common	no par	500	10	none		1584		
				none		10		

Terms of issue,¹ description of property,² and statement of nature of services or expenses:³
(Attach rider if more space is needed.)

General Securities Corporation

(Name of Constituent Corporation)

CLASS OF STOCK	PAR VALUE If no par, so state	TOTAL NUMBER OF SHARES AUTHORIZED	TOTAL NUMBER OF SHARES ISSUED	INSTALLMENT STOCK		FULL PAID STOCK		
				Number of Shares Issued	Amount Paid Thereon In Cash	NUMBER OF SHARES ISSUED FOR		
						Cash	Property	Services or Expenses
Preferred	100	3500	3008			3008		
Common	no par	1000				60		

Terms of issue,¹ description of property,² and statement of nature of services or expenses:³
(Attach rider if more space is needed.)

(Additional schedules on reverse side)

¹The terms of issue must be set forth in full unless specific reference is made to the Articles of Organization, Amendments, or Certificates of Issue, in file with the Secretary of the Commonwealth.

²If such property consisted in any part of real estate, the location, area, and the amount of stock issued therefor must be stated. If any part of such property is personal, it must be described in such detail as is required in Articles of Organization, Articles of Amendment, or Certificates of Issue, and the amount of stock issued therefor stated.

³The nature of such services and expenses and the amount of stock issued therefor must be clearly stated.

(Name of Constituent Corporation)

CLASS OF STOCK	PAR VALUE If no par, so state	TOTAL NUMBER OF SHARES AUTHORIZED	TOTAL NUMBER OF SHARES ISSUED	INSTALLMENT STOCK		FULL PAID STOCK		
				Number of Shares Issued	Amount Paid Thereon In Cash	NUMBER OF SHARES ISSUED FOR		
						Cash	Property	Services or Expenses
Preferred								
Common								

Terms of issue,¹ description of property,² and statement of nature of services or expenses:³
(Attach rider if more space is needed.)

(Name of Constituent Corporation)

CLASS OF STOCK	PAR VALUE If no par, so state	TOTAL NUMBER OF SHARES AUTHORIZED	TOTAL NUMBER OF SHARES ISSUED	INSTALLMENT STOCK		FULL PAID STOCK		
				Number of Shares Issued	Amount Paid Thereon In Cash	NUMBER OF SHARES ISSUED FOR		
						Cash	Property	Services or Expenses
Preferred								
Common								

Terms of issue,¹ description of property,² and statement of nature of services or expenses:³
(Attach rider if more space is needed.)

Leave this space for binding

1. The terms of issue of the stock of the corporation shall be determined by the Articles of Organization, Amendments, or Certificate of Incorporation, and shall be subject to the provisions of the laws of the State of New York.

2. Each property described in any part of real estate, the location, area, and the amount of stock issued therefor must be stated. In the case of personal property, the location, area, and the amount of stock issued therefor must be stated. In the case of services and expenses, the amount of stock issued therefor must be clearly stated.

The total capital stock of the consolidated corporation to be authorized is as follows:

CLASS OF STOCK	WITHOUT PAR VALUE	WITH PAR VALUE		
	NUMBER OF SHARES	NUMBER OF SHARES	PAR VALUE	AMOUNT
Class A Preferred		7500	\$100	\$ 750,000
Class B Preferred		5000	\$100	500,000
Common		100	\$100	10,000

Restrictions, if any, imposed upon the transfer of shares:

(PRINTED OR PHOTOGRAPHIC REPRODUCTIONS MUST NOT BE ATTACHED IN THIS SPACE.)

See inserted page.

Leave this space for binding

A description of the different classes of stock, if there are to be two or more classes, and a statement of the terms on which they are to be created and of the method of voting thereon

See inserted page.

Other lawful provisions, if any, for the conduct and regulation of the business of the consolidated corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the consolidated corporation, or of its directors, or stockholders, or of any class of stockholders, and such other provisions as might be included in an Agreement of Association, or Amendments thereto, pursuant to General Laws, Chapter 156, together with any provisions deemed necessary or desirable in connection with the consolidation.

Use reverse side if necessary

There shall be three classes of stock, Class A preferred, Class B preferred and common. The preference, privileges, and voting powers of each class of stock are as follows:

(1) Class A Preferred:

(a) Dividends. The holders of Class A preferred shares, in preference and priority to the holders of Class B preferred and common shares, shall be entitled to receive, when and as declared by the Board of Directors, cumulative dividends at the rate of five dollars a share per year, and no more, payable to shareholders of record at the close of business on such date preceding the payment thereof as may be fixed by the Board of Directors on declaring any such dividend. No dividend shall be declared by the Board of Directors to holders of Class B preferred or common stock at any time that any accumulated dividend shall remain undeclared or unpaid to the holders of Class A preferred shares.

(b) Redemption. The corporation, at the option of the Board of Directors, may redeem the whole or, from time to time, may redeem any part of the Class A preferred shares on any dividend date by paying therefor in cash the sum of one hundred dollars per share plus an amount of all accumulated dividends undeclared or unpaid up to and including the redemption date, such sum being hereinafter referred to as the redemption price. At least 30 days previous notice by registered mail, postage prepaid, shall be given to the holders of record of the Class A preferred shares to be redeemed, such notice to be addressed to each such shareholder at his post office address as shown by the records of the corporation. On the date fixed for redemption and stated in such notice, each holder of Class A preferred shares called for redemption shall surrender his certificate for such shares to the corporation at the place designated in such notice and shall thereupon be entitled to receive payment of the redemption price. If less than all the shares represented by any such surrendered certificate are so redeemed, a new certificate shall be issued representing the unredeemed shares. If such notice of redemption shall have been duly given then, notwithstanding that the certificates evidencing any Class A preferred shares so called for redemption shall not have been surrendered, no dividend shall be payable on such shares of stock after the date fixed for redemption and all rights with respect to the shares so called for redemption shall forthwith, after such date, terminate, except only the right of the holders to receive the redemption price thereof without interest.

(c) Liquidation or Dissolution. The holders of Class A preferred shares shall be entitled to receive out of the assets of the corporation, whether such assets are capital or surplus, the sum of one hundred dollars per share and a further amount equal to any accumulated dividends which may have been undeclared or unpaid to the date of such distribution, and no more, before any payment shall be made on any assets distributed to the holders of Class B preferred or common shares. If, upon any liquidation or dissolution, the assets thus distributable among the holders of Class A preferred shares are insufficient to permit the payment to such shareholders of the full preferential amounts thereof, then the entire assets of the corporation to be distributed shall be distributed ratably among the holders of such shares.

A consolidation or merger of this corporation with or into any other corporation or corporations shall not be deemed to be a liquidation or dissolution within the meaning of this clause.

(d) Voting Rights. The shares of Class A preferred stock shall have no voting rights.

(e) Conversion Rights. Each share of Class A preferred stock shall be convertible, at the option of the holder thereof, into a share of Class B preferred stock, upon surrender to the corporation of the certificates for the shares to be converted, together with the written request of the holder that the shares be so converted.

(2) Class B preferred:

(a) Dividends. The holders of Class B preferred shares, in preference and priority to the holders of common shares, shall be entitled to receive, when and as declared by the Board of Directors, non-cumulative dividends at the rate of six dollars per share per year, and no more, payable to shareholders of record at the close of business on such date preceding the payment thereof as may be fixed by the Board of Directors on declaring any such dividend. Such dividend shall not be cumulative and the holders of Class B preferred shares shall have no right to such dividend even though the corporation has funds legally available for the payment of dividends unless the same shall have been declared by the Board of Directors, but such dividend shall be paid or declared and set apart for payment in any year before dividends for such year are declared and paid on the common shares.

(b) Redemption. The corporation, at the option of the Board of Directors, may redeem the whole or, from time to time, may redeem any part of the class B preferred shares at any time by paying therefor in cash the sum of one hundred dollars per share, plus an amount equal to all dividends thereon declared but unpaid on the date fixed for redemption, such sum being hereinafter referred to as the redemption price. At least 30 days previous notice by registered mail, postage prepaid, shall be given to the holders of record of the Class B preferred shares to be redeemed, such notice to be addressed to each such shareholder at his post office address as shown by the records of the corporation. On the date fixed for redemption and stated in such notice, each holder of Class B preferred shares called for redemption shall surrender his certificate for such shares to the corporation at the place designated in such notice and shall thereupon be entitled to receive payment of the redemption price. If less than all the shares represented by any such surrendered certificate are so redeemed, a new certificate shall be issued representing the unredeemed shares. If such notice of redemption shall have been duly given then, notwithstanding that the certificates evidencing any Class B preferred shares so called for redemption shall not have been surrendered, no dividend shall be payable on such shares of stock after the date fixed for redemption and all rights with respect to the shares so called for redemption shall forthwith, after such date, terminate, except only the right of the holders to receive the redemption price thereof without interest.

(c) Liquidation or Dissolution. Subject to the prior distribution to holders of Class A preferred shares, the holders of Class B preferred shares shall be entitled to receive out of the assets of the corporation, whether such assets are capital or surplus, the sum of one hundred dollars per share and a further amount equal to any dividends thereon declared and unpaid to the date of such distribution, and no more, before any payment shall be made on any assets distributed to the holders of common shares. If, upon liquidation or dissolution, the assets thus distributable to the holders of Class B preferred shares are insufficient to pay the sum of one hundred dollars of the full preferential amount on each share, the assets shall be distributed pro rata to the holders of Class B preferred shares.

510
A consolidation or merger of this corporation with or into any other corporation or corporations shall not be deemed to be a liquidation or dissolution within the meaning of this clause.

(d) Voting Rights. The shares of Class B Preferred Stock shall have no voting rights.

(e) Conversion Rights. Each share of Class B preferred stock shall be convertible, at the option of the holder thereof, into a share of Class A preferred stock, upon surrender to the corporation of the certificates for the shares to be converted, together with the written request of the holder that the shares be so converted.

(3) Common Stock:

(a) Dividends. No dividend shall be declared on the common stock unless the hereinabove dividend requirements as to the Class A and Class B preferred stocks have been complied with.

(b) Liquidation or Dissolution. After payment or distribution to the holders of Class A and Class B preferred shares of such preferential amounts, the holders of common shares shall be entitled to receive ratably all remaining assets of the corporation.

A consolidation or merger of this corporation with or into any other corporation or corporations shall not be deemed to be a liquidation or dissolution within the meaning of this clause.

(c) Voting Rights. Each share of the common stock shall be entitled to one vote.

Restrictions on Stock Transfers

The transfer of shares of stock shall be governed by and subject to the following provisions:

(a) Preferred stock - (Class A and Class B) - Any holder of preferred stock desiring to sell or transfer such stock owned by him shall first offer it to the corporation through the Board of Directors at a price equal to the par value of such stock in the following manner

He shall notify the Directors of his desire to sell or transfer by notice in writing sent registered mail to the principal place of business of the corporation. The Directors shall have thirty days after receipt of such notice within which to purchase the same at a price equal to the par value, but if at the expiration of such thirty days, the corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the same in any manner that he may see fit.

No shares of preferred stock shall be sold or transferred on the books of the corporation until these provisions have been complied with, but these restrictions may be waived in any instance by vote of the Board of Directors of the corporation.

(b) Common stock - Any holder of common stock desiring to sell or transfer such stock owned by him, shall first offer it to the corporation through the Board of Directors at a price equal to the value of such stock, according to the books of the corporation and as shown on the balance sheet of the corporation as at the end of the fiscal year last preceding the date of such offer, without adjustment from the end of said last preceding fiscal year to the date of offer, in the manner following:

He shall notify the Directors of his desire to sell or transfer by notice in writing sent registered mail to the principal place of business of the corporation. The Directors shall thereupon prepare and certify a statement as to the book value of the shares of stock as shown on the balance sheet of the corporation in the form prepared for Federal Income Tax purposes as at the end of the fiscal year last preceding the date of the offer, without adjustment from the end of said last preceding fiscal year to the date of the offer. The Directors shall thereupon transmit the certified statement to the stockholder. The directors shall have thirty days from the date of transmittal within which to purchase the same at the valuation set forth in such certified statement, but if at the end of the expiration of such thirty days, the corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the same in any manner he may see fit.

No shares of common stock shall be sold or transferred on the books of the corporation until these provisions have been complied with, but these restrictions may be waived in any instance by vote of the Board of Directors of the corporation.

The amount of capital stock of the consolidated corporation now to be issued is as follows:

	Class A Preferred Class B		COMMON	
	WITHOUT PAR VALUE	WITH PAR VALUE	WITHOUT PAR VALUE	WITH PAR VALUE
Number of shares to be substituted upon conversion for previously issued and outstanding shares of the constituent corporations	910	3537		70
Number of shares to be issued other than those to be substituted upon conversion (see page 9)	none	none		none
TOTAL SHARES NOW TO BE ISSUED	910	3537		70

The aggregate amount of consideration* to be received by the consolidated corporation for shares substituted upon conversion for shares of the constituent corporations is as follows:

(State the aggregate number of shares previously issued by the constituent corporations for each item.)

	PREFERRED		COMMON	
	WITHOUT PAR VALUE	WITH PAR VALUE	WITHOUT PAR VALUE	WITH PAR VALUE
CASH				
In full		5502	70	
By instalments				
Amount paid on instalment stock	\$	\$	\$	\$
PROPERTY				
REAL ESTATE				
Location				
Area				
Attach rider if necessary.				
PERSONAL PROPERTY				
Accounts receivable				
Notes receivable				
Merchandise				
Supplies				
Securities				
Machinery				
Motor vehicles and trailers				
Equipment and tools				
Furniture and fixtures				
Patent rights				
Trade-marks				
Copyrights				
Goodwill				
SERVICES				
EXPENSES				
See Footnote 3 on Page 3.				
Aggregate number of shares previously issued by the constituent corporations		5502		
Aggregate number of shares previously issued but Not now outstanding		555		
Aggregate number of shares previously issued and outstanding		4947	70	

In this space set forth, in full or by specific reference to Articles of Amendment on file with the State Secretary, any reduction or retirement of capital or changes in par value of the shares of each constituent corporation.
(Attach a schedule if necessary, or use the reverse side.)

500 shares of Class B stock of General Discount Corporation originally issued for cash and presently held by General Securities Corporation will not be converted and will be retired by the consolidation.

*The aggregate amount of consideration to be received by the consolidated corporation for the issuance of each of its shares as are substituted upon conversion for previously issued and outstanding shares of the constituent corporations shall be deemed to be the amount for which such shares were issued. Note that the aggregate par value of the shares with a par value of the constituent corporations shall not exceed the aggregate amount of the consideration received for the shares of the constituent corporations.

This document is a copy of the consolidated agreement of the constituent corporations, and is not to be construed as a contract of the constituent corporations.

Under the authority of the constituent corporations, the following is the consolidated agreement.

	PROPERTY		LIABILITIES	
	PROPERTY	LIABILITIES	PROPERTY	LIABILITIES
Capital				
In Paid				
By Incorporation				
By accumulation of funds				
By accumulation of funds				
PROPERTY				
REAL ESTATE				
Location				
Area				
Attachment of interest				
PERSONAL PROPERTY				
Accounts receivable				
Notes receivable				
Merchandise				
Supplies				
Securities				
Machinery				
Motor vehicles and trailers				
Equipment and tools				
Furniture and fixtures				
Patent rights				
Trade-marks				
Copyrights				
Goodwill				
SERVICES				
EXPENSES				
Total number of shares to be issued other than those to be substituted upon conversion	none	none	none	none

Leave this space for binding

The terms and conditions of the consolidation, if any, the mode of carrying the same into effect and the manner of converting the shares of each of the constituent corporations into shares of the consolidated corporation, or if the consolidated corporation is to be one of the constituent corporations and the out-standing shares of each surviving constituent corporation are not to be changed, the manner of converting the shares of each of the other constituent corporations into shares of the consolidated corporation, are as follows:

Note: A copy of the Agreement of Consolidation may be filed separately.

The terms and conditions of the consolidation, and the mode of carrying the same into effect, and the manner of converting the shares of each of the other constituent corporations into shares of the consolidated corporation, are set forth in the Plan and Agreement of Consolidation filed herewith, the provisions of which are hereby incorporated herein.

PLAN AND AGREEMENT OF CONSOLIDATION dated this 30th day of April, 1961, by and between **GENERAL DISCOUNT CORPORATION**, organized August 7, 1935, under the laws of the Commonwealth of Massachusetts located at Worcester, Massachusetts, hereinafter called "**DISCOUNT**", party of the first part; and

GENERAL SECURITIES CORPORATION, organized October 23, 1938, under the laws of the Commonwealth of Massachusetts, located at Worcester, Massachusetts, hereinafter called "**SECURITIES**", party of the second part; said corporations being hereinafter sometimes referred to collectively as the "constituent corporations".

WHEREAS, the Board of Directors of each of the constituent corporations deems it to the benefit and advantage of its corporation and stockholders that the constituent corporations be consolidated into a single new corporation; and

WHEREAS, the authorized capital stock and the number of shares thereof issued and outstanding of the constituent corporations are as follows:

<u>DISCOUNT</u>		
<u>Class of Stock</u>	<u>Authorized</u>	<u>Issued and Outstanding</u>
Class A Preferred, par value \$100	1000	910
Class B Preferred, par value \$100	2000	1584*
Common, no par value	500	10

<u>SECURITIES</u>		
Preferred, par value \$100	3500	3008
Common, no par value	1000	60

*Of this amount 500 shares are owned by **SECURITIES**, and 555 shares are held as treasury stock by **DISCOUNT** and

WHEREAS, the General Laws of the Commonwealth of Massachusetts authorize such consolidation;

NOW, THEREFORE, in consideration of the premises and of

the mutual provisions herein contained, the constituent corporations, parties hereto, hereby agree, each with the other, that DISCOUNT and SECURITIES shall be consolidated into a single new corporation, under the laws of the Commonwealth of Massachusetts to be known as GENERAL DISCOUNT CORPORATION, and the terms and conditions of such consolidation, and the mode of carrying the same into effect, shall be as hereinafter set forth, to wit:

1. DISCOUNT and SECURITIES shall be consolidated into a new corporation under the laws of the Commonwealth of Massachusetts which shall continue as the consolidated corporation for all purposes after said consolidation, and the separate existence of DISCOUNT and SECURITIES shall cease at the effective date of the consolidation except insofar as the same may be continued by statute, and the corporate identity, existence, purposes, powers, franchises, rights and immunities of DISCOUNT and SECURITIES shall be fully vested in the new consolidated corporation.

2. The name of the new consolidated corporation shall be GENERAL DISCOUNT CORPORATION, and the location of its principal office in Massachusetts shall be in the City of Boston.

3. The purposes of the consolidated corporation shall be as set forth in appendix 1, attached hereto.

4. The authorized capital structure of the consolidated corporation shall be as follows:

	<u>Authorized</u>	<u>To Be Issued</u>
Class A Preferred Stock \$100 par	7500	910
Class B Preferred Stock \$100 par	5000	3387
Common, par value \$100	100	70

The powers, preferences and rights of each class of stock shall be as set forth in appendix 2, attached hereto.

5. The restrictions on the stock of the consolidated corporation shall be as set forth in appendix 3, attached hereto.

6. The officers and directors of the consolidated

corporation shall be the same as those of the constituent corporations, said constituent corporations presently having the same persons occupying the various corporate offices, and shall be as follows:

PRESIDENT	David J. Soder	44 Terrace Drive, Worcester	
TREASURER	Samuel Soder	26 " " "	
CLERK	Harold Soder	5 Audubon Rd.,	
DIRECTORS	David J. Soder	44 Terrace Drive,	
	Samuel Soder	26 " " "	
	Harold Soder	5 Audubon Rd.,	
	Maxwell E. Soder	28 Cedar St.,	
	Saul A. Soder	64 Flagg St.,	

V. The existing stock structures of each of the constituent corporations, as hereinabove set forth, shall be converted into stock of the new consolidated corporation as follows:

Old Stock

Each share	DISCOUNT Class A Preferred	\$100 par value	(line 1 below)
" "	DISCOUNT Class B Preferred	\$100 par value	(line 2 below)
" "	DISCOUNT Common no par		(line 3 below)
" "	SECURITIES Preferred	\$100 par value	(line 4 below)
" "	SECURITIES Common no par		(line 5 below)

New Stock to be Issued by Consolidated Corporation

(1)	1 Share	Class A Preferred	\$100 par value
(2)	1 Share	Class B Preferred	\$100 par value
(3)	1 Share	Common	\$100 par value
(4)	1 Share	Class B Preferred	\$100 par value
(5)	1 Share	Common	\$100 par value

* No stock will be issued in exchange for the 800 shares of Class B preferred stock of DISCOUNT presently owned by SECURITIES, nor for the 555 shares of Class B preferred stock of DISCOUNT presently held as treasury

stock.

so All of the outstanding common stock of both DISCOUNT and SECURITIES is held by the same single stockholder.

8. The By-Laws of the consolidated corporation shall be as set forth in appendix 4, attached hereto.

9. (a) In order to effectuate the consolidation provided for in this agreement; Amendment-Articles of Consolidation, containing provisions in harmony with the provisions of this agreement and conformable to the laws of the Commonwealth of Massachusetts, approved by the Commissioner of Corporations and Taxation of Massachusetts, shall be filed in the office of the Secretary of the Commonwealth of Massachusetts. Upon the filing, as above described, in the office of the Secretary of the Commonwealth of Massachusetts, such consolidation shall become effective.

(b) At the effective time of this consolidation, all of the estate, property, rights, privileges, powers and franchises of the constituent corporations and all of their property, real, personal and mixed, and all the debts due on whatever account to any of them, as well as all choses in action belonging to any of them, shall be transferred to and vested in the new consolidated corporation, without further act or deed, and all claims, demands, property and other interest shall be the property of the surviving corporation, and the title to all real estate, vested in any of the constituent corporations, shall not revert or be in any way impaired by reason of the consolidation, but shall be vested in the new consolidated corporation; provided that the rights of creditors of any constituent corporation shall not in any manner be impaired, nor shall any liability or obligation, including taxes due or to become due, or any claim or demand in any cause existing against such corporation, or any stockholder or officer thereof, be released or impaired, by any such consolidation, but such new consolidated corporation shall be deemed to have assumed,

and shall be liable for, all liabilities and obligations of each of the constituent corporations in the same manner and to the same extent as if such new consolidated corporation had itself incurred such liabilities or obligations; and the stockholders and officers of the constituent corporations shall continue subject to all such liabilities, claims and demands, if any, as then exist against them as such at or before effective time of this consolidation and no action or proceeding, if any, then pending before any court or tribunal in which any constituent corporation is a party, or in which any such stockholder or officer is a party, shall abate or be discontinued by reason of such consolidation, but may be prosecuted to final judgment as though no consolidation had taken place, or such new consolidated corporation may be substituted as a party in place of any constituent corporation by the court in which such action or proceeding is pending.

(c) If at any time the new consolidated corporation shall deem or be advised that any further assignments or assurances in law or things are necessary or desirable to vest or to perfect or confirm, of record or otherwise, in the new consolidated corporation the title to any property of the constituent corporations required or to be acquired by reason of or as a result of the consolidation provided for by this agreement, each of such constituent corporations and its proper officers and directors shall and will execute and deliver any and all such proper deeds, assignments and assurances in law and do all things necessary or proper so to vest, perfect or confirm title to such property in the new consolidated corporation and otherwise to carry out the purposes of this agreement.

IN WITNESS WHEREOF, each of the said GENERAL DISCOUNT CORPORATION and said GENERAL SECURITIES CORPORATION has caused this Plan and Agreement of Consolidation to be signed with its name and its corporate seal to be hereto affixed by an officer

therefore the only authorized, all on the day and year first above mentioned.


corporate seal

GENERAL DISCOUNT CORPORATION

By 
DAVID J. SEDER
Its President

corporate seal

GENERAL SECURITIES CORPORATION

By 
SAMUEL SEDER
Its Treasurer

I, Harold Seder, Clerk of General Discount Corporation hereby certify that David J. Seder is the President of said corporation and that Samuel Seder is the Treasurer of said corporation and that, at separate meetings of the Board of Directors, Holders of Class A Preferred Stock, Holders of Class B Preferred Stock, and Holders of Common Stock, held at 92 State Street, Boston, Massachusetts, on the 30th day of April, 1951, all of the Directors being present at the Directors' meeting, and all of the holders of the several classes of stock being present, in person or by proxy, at the respective stockholders' meetings, the following vote was unanimously adopted at each such separate meeting:

"VOTED: That the Plan and Agreement of Consolidation just submitted to this meeting is hereby approved, and each of the President and Treasurer of this corporation, each independently of the other, is hereby authorized on behalf of this corporation to sign with its name and seal with its corporate seal and deliver said Plan and Agreement of Consolidation, all in as many counterparts as shall be deemed by him advisable."

A true copy.

Attest:


Harold Seder
Clerk

I, Harold Seder, Clerk of General Securities Corporation hereby certify that David J. Seder is the President of said corporation and that Samuel Seder is the Treasurer of said Corporation, and, that, at separate meetings of the Board of Directors, Holders of Preferred Stock, and Holders of Common Stock, held at 92 State Street, Boston, Massachusetts, on the 30th day of April, 1951, all of the Directors being present at the Directors' meeting, and all of the holders of preferred and common stock

being present, in person or by proxy, at the respective stockholders' meetings, the following vote was unanimously adopted at each such separate meeting:

"VOTED: That the Plan and Agreement of Consolidation just submitted to this meeting is hereby approved, and each of the President and Treasurer of this corporation, each independently of the other, is hereby authorized on behalf of this corporation to sign with its name and seal with its seal and deliver said Plan and Agreement of Consolidation, all in as many counterparts as shall be deemed by him advisable."

A true copy.

Attest:


Harold Seder
Clerk

	General Discount Corporation <small>Name of Constituent Corporation</small>	General Securities Corporation <small>Name of Constituent Corporation</small>	<small>Name of Constituent Corporation</small>
ASSETS			
Current Assets			
Cash	89,611.11	39,821.49	
Notes & Accts Receivable	1,376,108.02	1,175,728.96	
Fixed Assets			
Office Furniture	5,673.06	3,174.38	
Deferred Charges			
Misc.	893.38	903.50	
Other Assets			
Investments		50,000.00	
TOTAL.....	1,472,285.57	1,269,628.33	
LIABILITIES			
Current Liabilities			
Accts Payable	7,603.17	28,536.31	
Notes Payable	1,175,000.00	800,000.00	
Accrued Taxes	14,700.00	14,384.39	
Other Liab.		57,670.33	
Fixed Liabilities			
Reserves			
Contingencies & Bad Debts	3,859.54	8,114.77	
TOTAL LIABILITIES.....	1,201,162.71	908,705.80	
CAPITAL AND SURPLUS			
Preferred Stock	193,900.00	300,800.00	
Common Stock	50,000.00	6,000.00	
Surplus	<u>27,222.86</u>	<u>54,122.53</u>	
TOTAL.....	271,122.86	360,922.53	

Leave this space for binding

As submitted to the stockholders at the meetings at which these articles were approved.

	Name of Constituent Corporation	Name of Constituent Corporation	Name of Constituent Corporation
ASSETS			
Current Assets			
Fixed Assets			
Deferred Charges			
Other Assets			
Total			
LIABILITIES			
Current Liabilities			
Fixed Liabilities			
TOTAL LIABILITIES			
CAPITAL AND SURPLUS			
TOTAL			

Leave this space for indexing

The name, residence, and post office address of each of the first officers of the consolidated corporation is as follows:

	NAME	CITY OR TOWN OF RESIDENCE <small>Actual place of domicile must be given.</small>	POST OFFICE ADDRESS <small>HOME OR BUSINESS</small>
President	David J. Seder	Worcester, Mass.	44 Terrace Drive
Treasurer	Samuel Seder	Worcester, Mass.	36 Terrace Drive
Clerk	Harold Seder	Worcester, Mass.	5 Audubon Rd.
Directors	David J. Seder	Worcester, Mass.	44 Terrace Drive
	Samuel Seder	Worcester, Mass.	36 Terrace Drive
	Harold Seder	Worcester, Mass.	5 Audubon Rd.
	Maxwell B. Seder	Worcester, Mass.	38 Cedar St.
	Saul A. Seder	Worcester, Mass.	64 Flagg St.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have signed our names

this 30th day of April in the year 1951

David J. Seder President *Samuel Seder* Treasurer
Samuel Seder
Harold Seder

Majority of Board of Directors
of General Discount Corporation, a constituent corporation

David J. Seder President *Samuel Seder* Treasurer
Samuel Seder
Harold Seder

Majority of Board of Directors
of General Securities Corporation, a constituent corporation

President Treasurer

Majority of Board of Directors
of , a constituent corporation

President Treasurer

Leave this space for binding

Personnel: [REDACTED] [REDACTED]

County of **Hartford**

WE, the undersigned, President, Treasurer, and a majority of the Board of Directors of General
Discount Corporation, a constituent corporation named in the foregoing articles of consolidation,
state under the penalties of perjury that we have been authorized to execute and file each article by affirmative
vote of ~~the stockholders~~ of each class of stock outstanding and entitled to vote, at a stockholders' meeting
duly called and held on April 30, 1951, for the purpose of approving said articles of
consolidation - ~~the stockholders meeting on this date approved the articles of consolidation, having been called as
stockholders and present at that time, and they have waived all notice~~ pursuant to waiver of notice
signed by all stockholders of each class of stock filed with the records
of such meeting.

WITNESSE our hands this 30th day of April, 1951.

8. *[Signature]*, President
[Signature]
[Signature]

day of April, 1951

Samuel Reder, Treasurer

Paul A Reder

Harold Elder

Majority of Board of Directors

leave this space for binding

AFFIDAVIT by subscribing officers of **General Securities Corporation**

County of **Worcester**[illegible]

[Signature] President

day of April, 1961
Samuel A. ... Treasurer
...
...
...

AFFIDAVIT by subscribing officers of

THE COMMONWEALTH OF MASSACHUSETTS } ss.
County of

WE, the undersigned, President, Treasurer, and a majority of the Board of Directors of, a constituent corporation named in the foregoing articles of consolidation, state under the penalties of perjury that we have been authorized to execute and file such articles by affirmative vote of not less than two thirds* of each class of stock outstanding and entitled to vote, at a stockholders' meeting duly called and held on, 19....., for the purpose of approving said articles of consolidation, notice of such meeting, stating the action proposed to be taken thereat, having been mailed to every stockholder of said corporation at least thirty days prior to such meeting.

WITNESS our hands this day of, 194.....

....., President

....., Treasurer

Majority of Board of Directors

Leave this space for binding

AFFIDAVIT by subscribing officers of

THE COMMONWEALTH OF MASSACHUSETTS } ss.
County of

WE, the undersigned, President, Treasurer, and a majority of the Board of Directors of, a constituent corporation named in the foregoing articles of consolidation, state under the penalties of perjury that we have been authorized to execute and file such articles by affirmative vote of not less than two thirds* of each class of stock outstanding and entitled to vote, at a stockholders' meeting duly called and held on, 19....., for the purpose of approving said articles of consolidation, notice of such meeting, stating the action proposed to be taken thereat, having been mailed to every stockholder of said corporation at least thirty days prior to such meeting.

WITNESS our hands this day of, 194.....

....., President

....., Treasurer

Majority of Board of Directors

THE COMMONWEALTH OF MASSACHUSETTS

NOTICE REVENUE STAMP

General Discount Corporation

RECEIVED

#29021

APR 30 1951

CORPORATION DIVISION
SECRETARY'S OFFICE

AMENDMENT — ARTICLES OF CONSOLIDATION
GENERAL LAWS, CHAPTER 156, SECTIONS 46B

Filed in the office of the Secretary of the Commonwealth

Apr. 30, 1951

I hereby certify that, upon an examination of the within-written articles of consolidation duly submitted to me, it appears that the provisions of the General Laws relative to the consolidation of corporations have been complied with, and I hereby approve said articles

this 30th day of April, 1951

Henry F. Deane
Commissioner of Corporations and Taxation

DEPARTMENT OF

A. M. APR 30 1951

CORPORATIONS AND TAXATION

FILING FEE

The filing fee to be paid to the state secretary for any increase of capital stock, based upon the increase of the authorized capital stock of the consolidated corporation above the total aggregate capital stock theretofore authorized for the constituent corporations, shall be determined in the manner provided by section fifty-four, but in no event shall the fee for filing the articles of consolidation be less than fifty dollars. See General Laws, Chapter 156, Sections 46B and 54.

CERTIFICATE
RECEIVED

MAY 1 - 1951

BY SECRETARY'S OFFICE
FROM DEPARTMENT OF CORPORATIONS
AND TAXATION

A TRUE COPY ATTEST

Michael Joseph Connolly

MICHAEL JOSEPH CONNOLLY
SECRETARY OF STATE

DATE 4/10/51 CLERK *JS*

ARTICLES OF AMENDMENT

RECEIVED
JAN 11 1957
SECRETARY OF STATE

This certificate must be submitted to the Commissioner of Corporations and Taxation within thirty days after the date of the vote of the stockholders, in accordance with General Laws, Chapter 156, Section 43. FEE for filing certificate providing for a change of shares with par value to shares without par value, whether or not the capital is changed thereby, one cent for each share without par value resulting from such change, less an amount equal to one twentieth of one per cent of the total par value of the shares so changed; but not in any case less than \$25.00. The fee for filing all other amendments is \$15.00. Make check payable to THE COMMONWEALTH OF MASSACHUSETTS.

WE, David J. Seder President Samuel Seder
and David J. Seder, Samuel Seder and Saul A. Seder

General Discount Corporation
located at 92 State Street, Boston

being a majority of the Directors of

in compliance with the provisions of General Laws, Chapter 156, do hereby certify that at a meeting of the stockholders of the corporation, duly called for the purpose, held December 31 1955, by the affirmative vote of

70 shares of the common stock of the corporation, being at least

two-thirds

of all the stock outstanding and entitled to vote, the following amendment or alteration in the Agreement of Association and Articles of Organization of the corporation was duly adopted, namely:

VOTED: That the common capital stock of the corporation be changed from par value one hundred dollars per share to no par value.

VOTED: That there be transferred to the capital of the corporation as represented by the no par value common capital stock the sum of one hundred sixty one thousand one hundred nineteen 07/100 (\$161,119.07) dollars from the capital surplus as presently appearing on the books of the corporation, and the sum of one thousand eight hundred eighty 93/100 (\$1,880.93) dollars from the earned surplus as presently appearing on the books of the corporation.

GENERAL DISCOUNT CORPORATION

BALANCE SHEET AS AT DECEMBER 31, 1954

ASSETS

Current Assets:

Cash on Hand and in Banks
Notes & Accounts Receivable (less reserves)
Other Current Assets

\$ 435,267.54
4,036,780.75
2,649.00

Total Current Assets

\$4,474,697.29 ✓

Property and Equipment (at cost):

Furniture, Fixtures & Equipment
(less accumulated depreciation)

13,350.08

\$4,488,047.37 ✓

LIABILITIES, CAPITAL STOCK & SURPLUS

Current Liabilities:

Notes Payable
Accounts Payable
Unearned Discount
Other Current Liabilities

\$2,900,000.00
66,471.82
159,419.06
85,567.82

Total Current Liabilities

\$3,213,458.70 ✓

Long Term Debt

400,000.00

Capital Stock

620,700.00

Surplus

253,888.67

\$4,488,047.37 ✓

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names,
this 31st day of December in the year 19 55


David J. Seder, President and Director


Samuel Seder, Treasurer and Director


Saul A. Seder, Director

THE COMMONWEALTH OF MASSACHUSETTS
WRITE NOTHING BELOW

General Discount Corporation

ARTICLES OF AMENDMENT
GENERAL LAWS, CHAPTER 156, SECTION 42

DEPARTMENT OF
M. AND TAXATION
C. M. JAN 12 1956
L. C. JAN 12 1956
CORPORATIONS AND TAXATION
WITH FEE OF \$ 2.00

*Shares of Common Stock changed
to Shares without Par Value*

Filed in the office of the Secretary of the Commonwealth,
Jan. 12, 1956

DEPARTMENT OF
B
A
H
JAN 12 1956
CORPORATIONS AND TAXATION

I hereby approve the within certificate, this

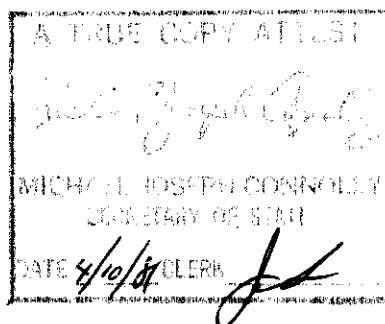
12th day of *January*, 19*56*.

John David
Commissioner of Corporations
and Taxation.

CERTIFICATE
RECEIVED

FEB 23 1956

BY SECRETARY'S OFFICE
FROM DEPARTMENT OF CORPORATIONS
AND TAXATION



*339 Main St
Northeast*

KEVIN H. WHITE
Secretary of the Commonwealth
State House, Boston, Mass.

RECEIVED

REDUCTION OF CAPITAL

AM 10 57

The fee for filing to accompany this certificate is \$25.00. Checks should be made payable to The Commonwealth of Massachusetts. This certificate must be submitted to the Secretary of the Commonwealth within thirty days after the date of the meeting at which the amendment was adopted. Section 43, Chapter 156, General Laws.

We, **David J. Seder**, President, **Saul A. Seder**, Treasurer
and **Harold Seder**

STATE

GENERAL DISCOUNT CORPORATION

being a majority of the directors of

GENERAL DISCOUNT CORPORATION

NAME OF CORPORATION

located at **100 State Street, Boston, Massachusetts**

in compliance with the provisions of Chapter 156 of the General Laws, do hereby certify that at a meeting of the stockholders of the corporation, duly called for the purpose, held **June 30, 1965**

and by the affirmative vote of **70** shares of the common stock of the corporation, being **all** of all the stock outstanding and entitled to vote, the following amendment authorizing a reduction in the capital stock of the corporation was duly adopted, namely:

[Here insert an exact copy of the vote or votes authorizing the reduction.]

VOTED: That the corporation retire the 1608 shares of Class B Preferred stock previously redeemed by exchange for 1608 shares of Class A Preferred stock, and that the authorized and issued and outstanding Class B Preferred stock of this corporation be reduced by said 1608 shares so retired.

Leave this space for filing

The total amount of capital stock already authorized is . . .

7500 Class A shares Preferred

5000 Class B shares Preferred
 100 shares preferred without par value
 5018 Class A shares Preferred
 4090 Class B shares Preferred

The total amount of capital stock already issued is . . .

70 shares preferred without par value
 160,800.00 / Class B
 501,800.00 / Class A
 248,200.00 / Class B

The amount of the reduction of the capital stock is . . .

70 shares preferred without par value
 501,800.00 Class A Preferred
 248,200.00 Class B Preferred

The amount of issued stock after reduction is . . .

70 shares preferred without par value

The manner in which said reduction will be effected is as follows:

~~REDACTION OF CAPITAL STOCK BY RETIREMENT OF 1608 SHARES OF CLASS B \$100 PAR VALUE PREFERRED STOCK IN EXCHANGE FOR 1608 SHARES OF CLASS A \$100 PAR VALUE PREFERRED STOCK, AND THE REDUCTION WILL BE EFFECTED BY RETIREMENT OF THE SAID 1608 SHARES OF CLASS B PREFERRED STOCK SO REDEMPTED.~~

1608 shares of the Class B \$100 par value Preferred stock were redeemed in exchange for 1608 shares of Class A \$100 par value Preferred stock, and the reduction will be effected by retirement of the said 1608 shares of Class B Preferred stock so redeemed.

Witness my hand and seal this 1st day of June, 1967.

WITNESSES:
 JAMES H. HARRIS, Secretary

WITNESSES:
 JAMES H. HARRIS, Secretary

WITNESSES:
 JAMES H. HARRIS, Secretary

WITNESSES:
 JAMES H. HARRIS, Secretary

WITNESSES:
 JAMES H. HARRIS, Secretary

WITNESSES:
 JAMES H. HARRIS, Secretary

WITNESSES:
 JAMES H. HARRIS, Secretary

WITNESSES:
 JAMES H. HARRIS, Secretary

WITNESSES:
 JAMES H. HARRIS, Secretary

WITNESSES:
 JAMES H. HARRIS, Secretary

WITNESSES:
 JAMES H. HARRIS, Secretary

DECLARATION

June 10, 1963

James H. [illegible]

WE, THE UNDERSIGNED, DO HEREBY CERTIFY AND AFFIRM, TO HAVE TRULY SIGNED OUR NAMES,
on 7th day of July in the year 1963.

Paul A. [illegible]
James H. [illegible]
Harold [illegible]

Vertical text on the left margin, partially obscured.

Vertical text on the right margin, partially obscured.

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT
REDUCTION OF CAPITAL
GENERAL LAWS, CHAPTER 156, SECTION 45

RECEIVED
\$25 CK.

JUL 8 1965

CORPORATION DIVISION
SECRETARY'S OFFICE

I hereby and lawfully approve and file the within certificate this *July 8th* 1965.

Francis W. White
Secretary of the Commonwealth

4-10-1-100-112-1

MICHAEL J. STONE, SECRETARY

DATE *4/10/87* *JS*

The Commonwealth of Massachusetts

KEVIN H. WHITE

Secretary of the Commonwealth

STATE HOUSE, BOSTON, MASS.

ARTICLES OF AMENDMENT

General Laws, Chapter 156B, Section 72

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of stockholders adopting the amendment. The fee for filing this certificate is prescribed by General Laws, Chapter 156B, Section 114. Make check payable to the Commonwealth of Massachusetts.

We, David J. Seder
Harold Seder

, President/~~SECRETARY~~ and
, Clerk/~~SECRETARY~~ of

General Discount Corporation ✓

(Name of Corporation)

located at 100 State Street, Boston, Massachusetts 02109

do hereby certify that the following amendment to the articles of organization of the corporation was duly

adopted at a meeting held on June 14, 19 67, by vote of
70 shares of Common out of 70 shares outstanding.

(Class of Stock)

shares of out of shares outstanding, and

(Class of Stock)

shares of out of shares outstanding.

(Class of Stock)

being at least ~~two-thirds of each class outstanding and entitled to vote thereon and~~

CROSS OUT

INAPPLICABLE

CLAUSE

~~two-thirds of each class outstanding and entitled to vote thereon and~~
~~of stock and the right to vote thereon, as amended~~
~~above.~~

VOTED: Since all the issued Class B Preferred \$100.00 par value capital stock of this corporation has been redeemed in exchange for Class A Preferred \$100.00 par value capital stock, that all said issued Class B Preferred capital stock be retired and that the authority of this corporation to issue Class B Preferred capital stock be eliminated so that the corporation will accordingly have no issued or authorized Class B Preferred capital stock and that the Articles of Organization of this corporation be and the same are hereby so amended.

*For amendments adopted pursuant to Chapter 156B, Section 70.

*For amendments adopted pursuant to Chapter 156B, Section 71.

NOTE: Amendments for which the space provided above is not sufficient should be set out on continuation sheets to be numbered 2A, 2B, etc. Continuation sheets shall be on 8 1/2" wide x 11" high paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

REC
JUN
CONF
CRET.

FOR INCREASE IN CAPITAL FILL IN THE FOLLOWING:

The total amount of capital stock already authorized is

..... shares preferred	} with per value
..... shares common	
..... shares preferred	} without per value
..... shares common	

The amount of additional capital stock authorized is

..... shares preferred	} with per value
..... shares common	
..... shares preferred	} without per value
..... shares common	

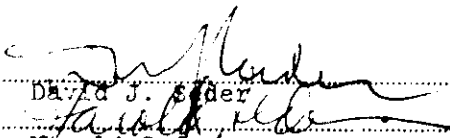
H
• •
H
H
• •
H

The
w
ado
ame
WITHN

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 156B, Section 6 of the General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this

19th day of June, in the year 19 67 .


David J. Seder

President ~~David J. Seder~~

Harold Seder

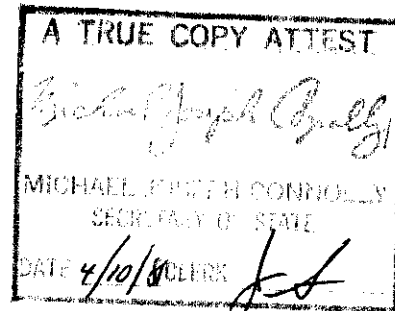
Clerk/Assistant Clerk

17173

RECEIVED

JUN 22 1967

CORPORATION DIVISION
SECRETARY'S OFFICE



THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

General Laws, Chapter 156B, Section 72i

I hereby approve the within articles of amendment
and the filing fee in the amount of \$ 25⁰⁰
having been paid, said articles are deemed to have
been filed with me this
day of June 20th 1967.

Kevin H. White

KEVIN H. WHITE

Secretary of the Commonwealth
State House, Boston, Mass.

TO BE FILED IN BY CORPORATION

PHOTO COPY OF AMENDMENT TO BE SENT

TO David J. Seder, President
General Discount Corporation
100 State Street
Boston, Massachusetts 02109

Copy Mailed 6-27-67

File

The Commonwealth of Massachusetts

KEVIN H. WHITE
Secretary of the Commonwealth
STATE HOUSE, BOSTON, MASS.

ARTICLES OF AMENDMENT

General Laws, Chapter 156B, Section 72

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of stockholders adopting the amendment. The fee for filing this certificate is prescribed by General Laws, Chapter 156B, Section 114. Make check payable to the Commonwealth of Massachusetts.

We, **David J. Seder**
Harold Seder

, President/~~THE President~~, and
, Clerk/~~Assistant Clerk~~ of

GENERAL DISCOUNT CORPORATION
(Name of Corporation)

located at **100 State Street, Boston, Massachusetts**

do hereby certify that the following amendment to the articles of organization of the corporation was duly adopted at a meeting held on **January 23**, 19 **69**, by vote of

70 shares of **Common Stock** out of **70** shares outstanding,
(Class of Stock)

shares of _____ out of _____ shares outstanding, and
(Class of Stock)

shares of _____ out of _____ shares outstanding,
(Class of Stock)

all

being ~~each share~~ of each class outstanding and entitled to vote thereon.¹

CROSS OUT

IF APPLICABLE

CLAUSE

RESOLVED: That this corporation redeem and retire 612 shares of its issued and outstanding Class A Preferred Stock \$100.00 par value and thereby reduce its authorized and issued and outstanding 7,500 shares of Class A Preferred Stock \$100.00 par value by said 612 shares, so that the authorized Class A Preferred Stock \$100.00 par value shall consist of 6,888 shares and that the Articles of Organization of this corporation be and are hereby amended to reflect such reduction.

¹For amendments adopted pursuant to Chapter 156B, Section 70.

²For amendments adopted pursuant to Chapter 156B, Section 71.

³NOTE: Amendments for which the space provided above is not sufficient should be set out on continuation sheets to be numbered 2A, 2B, etc. Continuation sheets shall be on 8 1/2" wide x 11" high paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

FOR INCREASE IN CAPITAL FILL IN THE FOLLOWING:

The total amount of capital stock already authorized is

{	..... shares preferred	} with par value
	..... shares common	
{	..... shares preferred	} without par value
	..... shares common	

The amount of additional capital stock authorized is

{	..... shares preferred	} with par value
	..... shares common	
{	..... shares preferred	} without par value
	..... shares common	



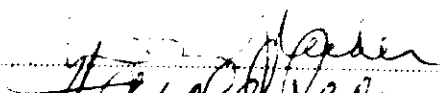
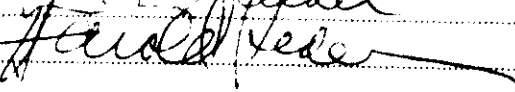



The foregoing
 dance with Char
 vote adding th
 the amendment
 IN WITHIN WH



The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 156B, Section 6 of the General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this
23rd day of January, in the year 1969

President/Chairman/President

Clerk/Secretary/Clerk

RECEIVED

FEB 14 1969

CORPORATION DIVISION
SECRETARY'S OFFICE

19265

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

(General Laws, Chapter 156B, Section 72)

I hereby approve the within articles of amendment
and the filing fee in the amount of \$25.00
having been paid, said articles are deemed to have
been filed with me this 18th
day of Feb. 1969.

A TRUE COPY ATTEST
MICHAEL J. SULLIVAN
DATE 4/10/81

Kevin H. White

Secretary of the Commonwealth
State House, Boston, Mass.

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF AMENDMENT TO BE SENT

TO: Harold Seder, Esquire
Seder & Seder

339 Main Street

Worcester, Mass. 01608

Copy Mailed 2-20-69fm

A TRUE COPY ATTEST
MICHAEL J. SULLIVAN
DATE 4/10/81

The Commonwealth of Massachusetts

JOHN F. X. DAWSON
 Secretary of the Commonwealth
 STATE HOUSE, BOSTON, MASS.

ARTICLES OF AMENDMENT

General Laws, Chapter 156B, Section 72

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of stockholders adopting the amendment. The fee for filing this certificate is prescribed by General Laws, Chapter 156B, Section 114. Make check payable to the Commonwealth of Massachusetts.

We, **David J. Seder**
Harold Seder

President **JOHN F. X. DAWSON** and
 Clerk **JOHN F. X. DAWSON** of

GENERAL DISCOUNT CORPORATION
 (Name of Corporation)

located at **100 State Street, Boston, Massachusetts**

do hereby certify that the following amendment to the articles of organization of the corporation was duly adopted at a meeting held on **December 29,** 19**69**, by vote of

70 shares of **Common Stock** out of **70** shares outstanding.
 (Class of Stock)

shares of _____ out of _____ shares outstanding, and
 (Class of Stock)

shares of _____ out of _____ shares outstanding.
 (Class of Stock)

being **all** ~~shares of each class~~ of each class outstanding and entitled to vote thereon.

CROSS OUT

IF APPLICABLE

CLAUSE

RESOLVED: That this corporation redeem and retire 100 shares of its issued and outstanding Class A Preferred Stock \$100.00 par value and thereby reduce its authorized and issued and outstanding 6,888 shares of Class A Preferred Stock \$100.00 par value by said 100 shares so that the authorized Class A Preferred Stock of \$100.00 par value shall consist of 6,788 shares and that the Articles of Organization of this corporation be and are hereby amended to reflect such reduction.

¹For amendments adopted pursuant to Chapter 156B, Section 70

²For amendments adopted pursuant to Chapter 156B, Section 71.

NOTE Amendments for which the space provided above is not sufficient should be set out on continuation sheets to be numbered 2A, 2B, etc. Continuation sheets shall be on 8 1/2" wide x 11" high paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

FOR INCREASE IN CAPITAL FILL IN THE FOLLOWING:

The total amount of capital stock already authorized is

{	..... shares preferred	} with par value
	..... shares common	
{	..... shares preferred	} without par value
	..... shares common	

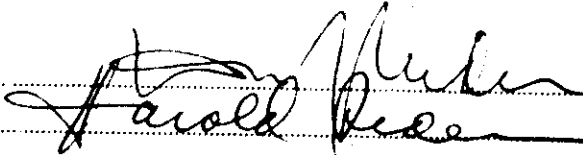
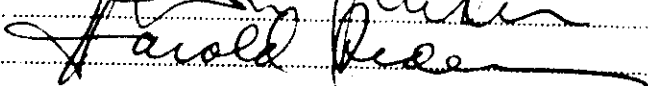
The amount of additional capital stock authorized is

{	..... shares preferred	} with par value
	..... shares common	
{	..... shares preferred	} without par value
	..... shares common	

The integrity
 of the record
 shall be maintained
 by the proper
 filing of the
 certificate of
 incorporation
 and the
 articles of
 amendment
 in the
 office of the
 Secretary of
 State.

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 156B, Section 6 of the General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this
21st day of January, in the year 1970

 President
 Clerk

RECEIVED

20734

AUG 23 1970

CORPORATION DIVISION
SECRETARY'S OFFICE

THE COMMONWEALTH OF MASSACHUSETTS

X

ARTICLES OF AMENDMENT

General Laws, Chapter 156B, Section 72)

I hereby approve the within articles of amendment
and the filing fee in the amount of \$ 25.00
being then paid said articles are deemed to have
been filed with me this 27th

day of January, 1970.

John F. Davenport
Kevin H. White

Secretary of the Commonwealth
State House, Boston, Mass.

TO BE FILED IN BY CORPORATION

PHOTO COPY OF ARTICLES TO BE SENT

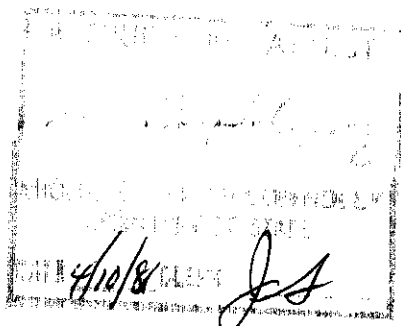
to Harold Seder, Esquire

Seder & Seder

339 Main Street

Worcester, Mass. 01608

Copy Mailed 1-27-70



The Commonwealth of Massachusetts

JOHN F. D. DAVOSEN
Secretary of the Commonwealth
STATE HOUSE, BOSTON, MASS.

ARTICLES OF AMENDMENT

General Laws, Chapter 156B, Section 72

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of stockholders adopting the amendment. The fee for filing this certificate is prescribed by General Laws, Chapter 156B, Section 114. Make check payable to the Commonwealth of Massachusetts.

We, **David J. Seder**
Harold Seder

, President/~~MEMBER~~, and
, Clerk/~~MEMBER~~ of

GENERAL DISCOUNT CORPORATION

(Name of Corporation)

located at 100 State Street, Boston, Massachusetts

do hereby certify that the following amendment to the articles of organization of the corporation was duly adopted at a meeting held on June 30, 1970, by vote of

70 shares of Common Stock out of 70 shares outstanding,
(Class of Stock)

shares of out of shares outstanding, and
(Class of Stock)

shares of out of shares outstanding,
(Class of Stock)

all

being ~~each class~~ of each class outstanding and entitled to vote thereon.

CROSS OUT

INAPPLICABLE

CLAUSE

RESOLVED: That this corporation redeem and retire 300 shares of its issued and outstanding Class A Preferred Stock \$100.00 par value and thereby reduce its presently authorized and issued and outstanding 6,788 shares of Class A Preferred Stock \$100.00 par value by said 300 shares, so that the authorized Class A Preferred Stock \$100.00 par value shall consist of 6,488 shares and that the Articles of Organization of this corporation be and are hereby amended to reflect such reduction.


¹For amendments adopted pursuant to Chapter 156B, Section 70.

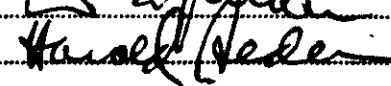
²For amendments adopted pursuant to Chapter 156B, Section 71.

NOTE: Amendments for which the space provided above is not sufficient should be set out on continuation sheets to be numbered 2A, 2B, etc. Continuation sheets shall be on 8 1/2" wide x 11" high paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 156B, Section 6 of the General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this
15th day of July, in the year 1970



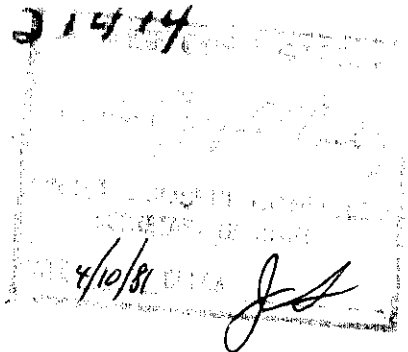
President


Clerk

RECEIVED

JUL 16 1970

CORPORATION DIVISION
SECRETARY'S OFFICE



THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

(General Laws, Chapter 156B, Section 72)

I hereby approve the within articles of amendment
and, the filing fee in the amount of \$ 25.00
having been paid, said articles are deemed to have
been filed with me this 16th
day of July, 1970.

John F. X. Davoren

JOHN F. X. DAVOREN

Secretary of the Commonwealth
State House, Boston, Mass.

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF AMENDMENT TO BE SENT

TO: Harold Seder, Esquire

Seder & Seder

339 Main Street

Worcester, Mass. 01609

Copy Mailed M L

7-20-70

The Commonwealth of Massachusetts

JOHN F. X. DAVOREN
Secretary of the Commonwealth
STATE HOUSE, BOSTON, MASS.

ARTICLES OF AMENDMENT

General Laws, Chapter 156B, Section 72

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of stockholders adopting the amendment. The fee for filing this certificate is prescribed by General Laws, Chapter 156B, Section 114. Make check payable to the Commonwealth of Massachusetts.

We, David J. Seder, President/~~Secretary~~, and
Harold Seder, Clerk/~~Secretary~~ of

GENERAL DISCOUNT CORPORATION

(Name of Corporation)

located at 100 State Street, Boston, Massachusetts

do hereby certify that the following amendment to the articles of organization of the corporation was duly adopted at a meeting held on December 29, 19 70, by vote of

70 shares of Common Stock out of 70 shares outstanding,
(Class of Stock)

shares of out of shares outstanding, and
(Class of Stock)

shares of out of shares outstanding,
(Class of Stock)

all

being ~~each~~ of each class outstanding and entitled to vote thereon.¹

CROSS OUT

INAPPLICABLE

CLAUSE

~~RESOLVED: That this corporation redeem and retire 200 shares of its issued and outstanding Class A Preferred Stock \$100.00 par value and thereby reduce its authorized and issued and outstanding 6,488 shares of Class A Preferred Stock \$100.00 par value by said 200 shares, so that the authorized Class A Preferred Stock \$100.00 par value shall consist of 6,288 shares and that the Articles of Organization of this corporation be and are hereby amended to reflect such reduction.~~

RESOLVED: That this corporation redeem and retire 200 shares of its issued and outstanding Class A Preferred Stock \$100.00 par value and thereby reduce its authorized and issued and outstanding 6,488 shares of Class A Preferred Stock \$100.00 par value by said 200 shares, so that the authorized Class A Preferred Stock \$100.00 par value shall consist of 6,288 shares and that the Articles of Organization of this corporation be and are hereby amended to reflect such reduction.

¹For amendments adopted pursuant to Chapter 156B, Section 70.

²For amendments adopted pursuant to Chapter 156B, Section 71.

NOTE: Amendments for which the space provided above is not sufficient should be set out on continuation sheets to be numbered 2A, 2B, etc. Continuation sheets shall be on 8 1/2" wide x 11" high paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 156B, Section 6 of the General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this
29th day of December, in the year 19 70 .

Sam Hyder
Harold Beck

President/President-Elect

Clark/Secretary/Treasurer

22110

RECEIVED

JAN 8 1971

**CORPORATION DIVISION
SECRETARY'S OFFICE**

4/10/89
JES

THE COMMONWEALTH OF MASSACHUSETTS

+

ARTICLES OF AMENDMENT

(General Laws, Chapter 156B, Section 72)

I hereby approve the within articles of amendment
and, the filing fee in the amount of \$ 35.00
having been paid, said articles are deemed to have
been filed with me this 11th
day of Jan. 1971.

John F. X. Davoren

JOHN F. X. DAVOREN

Secretary of the Commonwealth

State House, Boston, Mass.

TO BE FILED IN BY CORPORATION

PHOTO COPY OF AMENDMENT TO BE SENT

to **Harold Seder, Esquire
Seder & Seder**

339 Main Street

Worcester, Mass. 01608