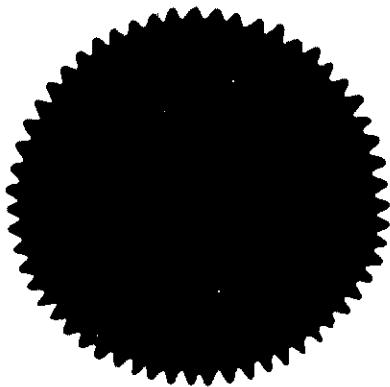


# State of DELAWARE

Office of SECRETARY OF STATE

*I, Glenn C. Kenton Secretary of State of the State of Delaware,*  
*do hereby certify that the above and foregoing is a true and correct copy of*  
Certificate of Amendment of the "PITNEY-BOWES, INC.", as received and filed in  
this office the eleventh day of May, A.D. 1979, at 3:34 o'clock P.M.

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



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State

*Stanley*

Assistant Secretary of State

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

Pursuant to Section 242 of the General  
Corporation Law of the State of Delaware

PITNEY-BOWES, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: The Certificate of Incorporation of the Corporation shall be amended in the following particulars:

ARTICLE FIRST of the said Certificate of Incorporation shall be amended to read as follows:

"FIRST: The name of the corporation is Pitney Bowes Inc."

SECOND: The Board of Directors of the Corporation duly adopted resolutions setting forth the amendment set forth above, declaring its advisability and calling a meeting of the stockholders of the Corporation entitled to vote in respect thereof for their consideration thereof. A majority of the outstanding stock entitled to vote on such amendment has been voted in favor thereof. Such amendment has been duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, this Certificate of Amendment of the Certificate of Incorporation of the Corporation has been executed by the President of the Corporation thereunto duly authorized, and the seal of the Corporation has been duly affixed hereto, this  
11 day of May, 1979.

PITNEY-BOWES, INC.

By  \_\_\_\_\_

President

Attest:

By  \_\_\_\_\_

Secretary

**CORPORATE SEAL**