

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

*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

DEC 2 1969.

*John P. Lomenzo*  
Secretary of State

CERTIFICATE OF AMENDMENT

of the

CERTIFICATE OF INCORPORATION

of

THE WESTERN UNION TELEGRAPH COMPANY

Under Section 805 of the Business Corporation Law

The undersigned, being respectively a Vice President and the Secretary of The Western Union Telegraph Company, DO HEREBY CERTIFY as follows:

FIRST: The name of the corporation is The Western Union Telegraph Company. The name under which it was originally incorporated is The New York and Mississippi Valley Printing Telegraph Company.

SECOND: The certificate of incorporation of the corporation was filed in the Department of State of the State of New York on April 8, 1851.

THIRD: The certificate of incorporation is amended, pursuant to Sections 515(e) and 801(b)(8) of the Business Corporation Law, to remove from authorized shares of the corporation 17,500 Cumulative Preferred Shares, issued as part of the series designated 5.20% Cumulative Preferred Shares, which have been reacquired by redemption and cancelled and the reissue of which is prohibited by the certificate of incorporation, so as to reduce the authorized Cumulative Preferred Shares from 1,500,000 to 1,482,500 and, to accomplish such amendment, the provision of the certificate of incorporation which states the aggregate number of shares which the corporation shall have authority to issue is amended to read as follows:

The aggregate number of shares which the Corporation shall have authority to issue is 16,982,500, divided into (a) 1,482,500 shares,

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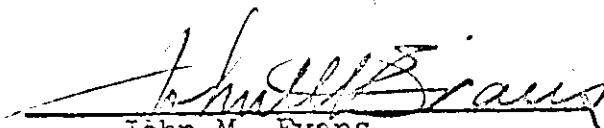
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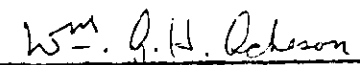
of the par value of \$100 each, of a class designated Cumulative Preferred Shares, (b) 500,000 shares, of the par value of \$100 each, of a class designated Cumulative Second Preferred Shares, and (c) 15,000,000 shares, of the par value of \$2.50 each, of a class designated Common Shares.

FOURTH: The stated capital of the corporation is not reduced hereby, but by virtue of Section 515(d) of the Business Corporation Law, when the aforesaid 17,500 5.20% Cumulative Preferred Shares reacquired by redemption were cancelled, the stated capital of the corporation was reduced by the amount of stated capital then represented by said shares, namely, \$1,750,000, an amount equal to the par value thereof (no stated capital not theretofore allocated to any designated class or series having been allocated to the shares cancelled).

FIFTH: The manner in which this amendment to the certificate of incorporation was authorized was by resolution adopted by majority vote of the members of the board of directors of the corporation present at the time of the vote at a meeting duly called and held on September 23, 1969, a quorum being present.

IN WITNESS WHEREOF, this Certificate of Amendment has been signed this 23rd day of September, 1969 and the statements contained herein are affirmed as true under penalties of perjury.

  
John M. Evans  
Vice President

  
Wm. G. H. Acheson  
Secretary

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STATE OF NEW YORK  
PUBLIC SERVICE COMMISSION

Albany, N. Y., December 1, 1969

CASE 25367 - Petition of The Western Union Telegraph Company under Section 108 of the Public Service Law for approval of a certificate amending its Certificate of Incorporation.

\* \* \* \*

The Public Service Commission hereby consents to and approves this CERTIFICATE OF AMENDMENT of the CERTIFICATE OF INCORPORATION of THE WESTERN UNION TELEGRAPH COMPANY Under Section 805 of the Business Corporation Law, executed September 23, 1969, in accordance with the order of the Public Service Commission dated November 12, 1969.

By the Commission,

*Samuel R. Madison*

Secretary