

CERTIFICATE OF AMENDMENT  
OF THE CERTIFICATE OF INCORPORATION  
OF  
SAGA CORPORATION

UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

938421  
We, the undersigned, Ernest W. Collins, Jr. and Eleanor A. Elrod, being respectively the Vice President and Assistant Secretary of Saga Corporation hereby certify:

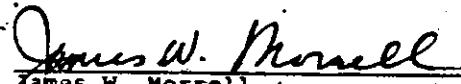
1. The name of the corporation is Saga Corporation (incorporated as Saga Administrative Corporation).
2. The Certificate of Incorporation of said corporation was filed by the Department of State on June 17, 1957.
3. (a) The Certificate of Incorporation is amended to increase the authorized number of common stock shares from 10,000,000 to 20,000,000 shares and to establish a class of five million preferred shares.


(b) To effect the foregoing, Article 3 relating to the number of shares of the corporation is amended to read as follows:

"The Corporation is authorized to issue two classes of shares to be designated respectively 'common' and 'preferred'. The total number of common shares authorized is Twenty Million (20,000,000). Each common share shall have a par value of One Dollar (\$1.00). The total number of preferred shares authorized is Five Million (5,000,000), which may be issued in one or more series. Each preferred share 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 shares. None of the shares of capital stock of this Corporation shall at any time be subject to preemptive rights."

4. The above amendment to the Certificate of Incorporation was authorized by vote of the holders of a majority of all outstanding shares entitled to vote thereon at a meeting of the shareholders.

IN WITNESS WHEREOF, we have signed this certificate on the 3rd day of November 1982 and we affirm the statements contained therein as true under penalties of perjury.

  
James W. Morrell  
Executive Vice President and Member  
of the Office of the President

  
Eleanor A. Elrod  
Assistant Secretary

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OF

SAGA CORPORATION

UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

SAGA CORPORATION  
ONE SAGA LAKE  
MENLO PARK, CA 94025

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED JAN 8 1983

AMT. OF CHECK \$ 5310  
FILING FEE \$ 7250  
TAX \$         
COUNTY FEE \$         
COPY \$         
CERT \$         
REFUND \$         
SPEC HANDLE \$       

BY: new

1/17/83 #1196

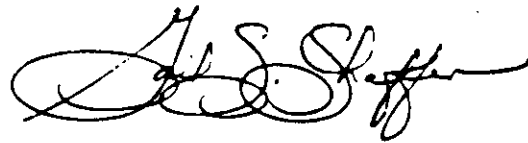
State of New York }  
Department of State } ss.:

30978

*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*

JUN 6 1983



*Secretary of State*