

613431

**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 the President and the Secretary of THE WESTERN UNION TELEGRAPH COMPANY (a corporation organized under the laws of the State of New York), 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 office of the Secretary of State of the State of New York on April 8, 1851.

**THIRD:** The provisions of the Certificate of Incorporation (as theretofore amended) which relate to the authorized shares of the Corporation were amended (by certificate of amendment, the "Cumulative Preferred Share Amendment", filed pursuant to Section 805 of the Business Corporation Law in the Department of State in the State of New York on July 9, 1965) to authorize the Corporation to issue Cumulative Preferred Shares in series. Said provisions were further amended (by certificate of amendment, the "Cumulative Second Preferred Share Amendment", filed pursuant to said section in said Department on April 14, 1967) among other things to authorize the Corporation to issue Cumulative Second Preferred Shares in series.

Said provisions were further amended (by certificates of amendment, the "5.20% Cumulative Preferred Share Amendment" and the "4.60% Convertible Cumulative Preferred Share Amendment", respectively filed pursuant to said section in said Department on September 1, 1965 and January 18, 1966) by the addition of provisions (supplementing the provisions applicable to all Cumulative Preferred Shares set forth in the Cumulative Preferred Share Amendment) respectively stating the number, designation, relative rights, preferences and limitations of the shares of the first and second series of Cumulative Preferred Shares designated "5.20% Cumulative Preferred Shares" and "4.60% Convertible Cumulative Preferred Shares", respectively, as fixed by the Board of Directors of the Corporation.

Said provisions are hereby further amended by the addition of the following provisions (in the case of the third series of such Cumulative Preferred Shares also supplementing the provisions applicable to all Cumulative Preferred Shares set forth in the Cumulative Preferred Share Amendment, and in the case of the first series of such Cumulative Second Preferred Shares supplementing the provisions applicable to all Cumulative Second Preferred Shares set forth in the Cumulative Second Preferred Share Amendment) stating the number, designation, relative rights, preferences,

and limitations of the shares of a third series of such Cumulative Preferred Shares and of a first series of such Cumulative Second Preferred Shares as fixed by the Board of Directors of the Corporation:

#### 6% Cumulative Preferred Shares

1. *Number and Designation.* The number of shares included in such third series shall be 250,000, and such number shall not be subject to increase or decrease by the Board of Directors; and the distinctive designation of such third series shall be "6% Cumulative Preferred Shares".

2. *Dividend Rate.* The rate of dividends which the 6% Cumulative Preferred Shares shall be entitled to receive shall be \$6.00 per share per annum, and the date from which such dividends thereon shall be cumulative shall be the date of issuance thereof, except that dividends on any shares issued after July 1, 1967 shall be cumulative from the beginning of the quarterly period following the dividend payment date on which dividends shall have last been paid on the then outstanding 6% Cumulative Preferred Shares.

3. *Redemption.* The 6% Cumulative Preferred Shares shall be redeemable, pursuant to Section 4 below, in part from time to time at the redemption price of \$100 per share plus in every event an amount equal to all cumulative dividends accrued to the date fixed for redemption; and they shall also be redeemable, otherwise than pursuant to said Section, in whole or in part at any time or from time to time at the redemption price at the time applicable in accordance with the following table:

Through June 30, 1972 . . .	\$106.00	Thereafter through June 30, 1987 . . . . .	\$102.40
Thereafter through June 30, 1977 . . . . .	\$104.80	Thereafter through June 30, 1992 . . . . .	\$101.20
Thereafter through June 30, 1982 . . . . .	\$103.60	Thereafter . . . . .	\$100.00

plus in every event an amount equal to all cumulative dividends accrued to the date fixed for redemption; *provided, however*, that prior to July 1, 1977 none of said shares may be redeemed, otherwise than pursuant to Subdivision (1) of Section 4 below, directly or indirectly from or in anticipation of moneys borrowed having an interest cost, or the proceeds of Prior Shares or of Cumulative Preferred Shares or Parity Shares (other than Cumulative Preferred Shares or Parity Shares of a series convertible into Common Shares) issued at a price representing a cost of money, less than 6% per annum.

6% Cumulative Preferred Shares redeemed shall be cancelled and shall not be reissuable.

4. *Sinking Fund.* (1) Subject to the next following paragraph of this Subdivision, the Company shall on October 1, 1970, and on each October 1 thereafter so long as any of the 6% Cumulative Preferred Shares shall be outstanding, redeem 5,000 shares of said series, *provided, however*, that the Corporation shall have the right to satisfy the sinking fund obligation on any sinking fund date, in whole or in part, by purchasing 6% Cumulative Preferred Shares, or by redeeming shares of said series otherwise than pursuant to this Subdivision, from time to time not less than 45 days prior to such sinking fund payment date; and as a sinking fund for such redemptions the Corporation shall on each sinking fund date set aside the amount necessary to effect the redemption of the shares required to be redeemed on such date and shall apply such amount to such redemption.

The foregoing provisions for the redemption of shares of said series shall be discretionary with the Board of Directors; but the redemptions required by the preceding paragraph of this Subdivision shall be cumulative (but without interest) and the failure to redeem shares as so required on any sinking fund date shall be made good (but without interest) before any dividend shall be declared upon any Junior Shares or any other Junior Share Payment shall be made.

6% Cumulative Preferred Shares purchased and used to satisfy, in whole or in part, the sinking fund obligation due on any sinking fund date shall be canceled and shall not be reissuable.

(2) In addition to the redemptions required by *Subdivision (1)* above, the Corporation, at its election, may on any sinking fund date redeem an additional number of 6% Cumulative Preferred Shares up to but not exceeding 5,000 shares. The right to redeem pursuant to this Subdivision shall not be cumulative, and its exercise shall not relieve the Corporation from its obligations under *Subdivision (1)* above.

5. *Non-Convertibility.* The 6% Cumulative Preferred Shares shall not be convertible into or exchangeable for shares of a different series of Cumulative Preferred Shares or for Junior Shares.

6. *Liquidation Prices.* The liquidation price which each of the 6% Cumulative Preferred Shares shall be entitled to receive upon liquidation, dissolution or winding up of the Corporation shall, if the liquidation, dissolution or winding up is voluntary, be an amount equal to the redemption price per share which at the time of such liquidation, dissolution or winding up would be applicable under *Section 3* above upon redemption otherwise than pursuant to *Section 4*, or, if the liquidation, dissolution or winding up is involuntary, \$100 per share, plus in every event an amount equal to all cumulative dividends accrued to the date fixed for the payment.

7. *Voting Rights.* If at any time the amount of cumulative dividends then accrued on the 6% Cumulative Preferred Shares shall equal or exceed an amount equal to six quarterly dividends on such shares, then the holders of the 6% Cumulative Preferred Shares shall have the right, voting as a separate class, to elect two directors in accordance with and subject to the provisions of the Cumulative Preferred Share Amendment.

8. *Restrictions on Certain Actions.* So long as any of the 6% Cumulative Preferred Shares shall be outstanding, without the written consent of, or the affirmative vote of a meeting called for such purpose of, the holders of a majority of the total number of shares of said series at the time outstanding:

(1) *Cumulative Preferred Shares and Parity Shares.* The Corporation will not issue, sell or otherwise dispose of any Cumulative Preferred Shares (other than the 6% Cumulative Preferred Shares) or any Parity Shares, unless the following conditions are satisfied:

(i) immediately after the issue, sale or other disposition of the proposed Cumulative Preferred Shares or Parity Shares (the "proposed transaction"), and after giving effect to the retirement of any Prior Shares, Cumulative Preferred Shares and Parity Shares which are concurrently being retired, Consolidated Junior Share Equity shall be at least equal to 200% of the Prior Shares, Cumulative Preferred Shares and Parity Shares (at their liquidation prices, exclusive of accrued dividends, at the time applicable upon voluntary liquidation, dissolution or winding up) to be outstanding immediately after the proposed transaction;

(ii) the Consolidated Net Income for a period of 12 consecutive calendar months within the 24 calendar months preceding the calendar month in which the proposed transaction is to occur shall have been at least 2 times the aggregate amount of the annual dividends on Prior Shares, Cumulative Preferred Shares and Parity Shares to be outstanding immediately after the proposed transaction, after giving effect to the retirement of any Prior Shares, Cumulative Preferred Shares or Parity Shares which are concurrently being retired; and

(iii) the Consolidated Net Earnings Available for Interest for a period of 12 consecutive calendar months within the 24 calendar months preceding the calendar month in which the proposed transaction is to occur shall have been at least 1½ times the sum of (x) the aggregate amount of the annual interest charges on the Consolidated Funded Indebtedness to be outstanding immediately after the proposed transaction, after giving effect to the retirement of any indebtedness which is concurrently being retired, and (y) the aggregate amount of the annual dividends on the Prior Shares, Cumulative Preferred Shares and Parity Shares to be

outstanding immediately after the proposed transaction, after giving effect to the retirement of any Prior Shares, Cumulative Preferred Shares, or Parity Shares which are concurrently being retired.

(2) *Consolidation or Merger.* The Corporation will not consolidate or merge with or into any other corporation unless the Corporation shall be the surviving corporation and shall not, as a consequence of such merger or consolidation, have outstanding any Cumulative Preferred Shares or Parity Shares which the Corporation would not have been permitted by *Subdivision (1)* above of this Section to create or issue immediately after such consolidation or merger.

(3) *Junior Share Payments.* The Corporation will not declare any cash dividend upon any Junior Shares or make any other Junior Share Payment in cash unless, at the date of such declaration or the date of such other Junior Share Payment (the "Computation Date"), after giving effect, as if paid, to the proposed dividend or other Junior Share Payment, the following conditions are satisfied:

(i) the sum of all cash dividends upon Junior Shares declared and of all other Junior Share Payments made in cash during the period commencing January 1, 1967 to and including the Computation Date shall not exceed the sum of

(x) \$15,000,000, plus (or minus in the case of a deficit)

(y) the Consolidated Net Income for such period, plus

(z) the aggregate amount of the net cash proceeds to the Corporation from sales of Junior Shares subsequent to December 31, 1966, but only insofar as such proceeds do not exceed the aggregate amount of Junior Share Payments (other than dividends on Junior Shares) made in cash by the Corporation subsequent to said date or then being made, less the aggregate amount of all cumulative dividends accrued for such period on Prior Shares, Cumulative Preferred Shares and Parity Shares;

(ii) the Consolidated Junior Share Equity shall be at least equal to 200% of the Prior Shares, Cumulative Preferred Shares and Parity Shares (at their liquidation prices, exclusive of accrued dividends, at the time applicable upon voluntary liquidation, dissolution or winding up); and

(iii) the Corporation shall have redeemed the 6% Cumulative Preferred Shares required by *Subdivision (1)* of *Section 4* above to be redeemed on each sinking fund date during such period, or any failure to redeem shares as so required on any such date shall have been made good.

9. *Definitions.* For all purposes hereof, unless the context otherwise requires,

"*Capital Stock and Surplus*" shall have the meaning stated in the 5.20% Cumulative Preferred Share Amendment.

"*Consolidated Net Income*", "*Consolidated Funded Indebtedness*" and "*Consolidated Junior Share Equity*" shall have the meanings stated in the 5.20% Cumulative Preferred Share Amendment.

"*Consolidated Net Earnings Available for Interest*" shall mean the Net Earnings Available for Interest of the Corporation and its Restricted Subsidiaries, consolidated in accordance with generally accepted accounting practice. In determining "*generally accepted accounting practice*" any rules, regulations or orders of any public regulatory authority having jurisdiction over accounts of the particular corporation shall be controlling, except to the extent that such corporation shall at the time be contesting in good faith the validity or applicability to such corporation of any change in any such rule, regulation or order.

"*Cumulative Preferred Share Amendment*" shall mean the certificate of amendment of the certificate of incorporation of the Corporation which was filed pursuant to Section 805 of the Business Corporation Law in the Department of State in the State of New York on July 9, 1965.

"5.20% Cumulative Preferred Share Amendment" shall mean the certificate of amendment of the certificate of incorporation of the Corporation which was filed pursuant to Section 805 of the Business Corporation Law in the Department of State in the State of New York on September 1, 1965.

"Funded Indebtedness" of any corporation at any date shall have the meaning stated in the 5.20% Cumulative Preferred Share Amendment.

"Indebtedness", as used in reference to any corporation, shall have the meaning stated in the 5.20% Cumulative Preferred Share Amendment.

"Junior Share Equity" shall have the meaning stated in the 5.20% Cumulative Preferred Share Amendment.

"Junior Share Payment" shall have the meaning stated in the Cumulative Preferred Share Amendment.

"Junior Shares" shall have the meaning stated in the Cumulative Preferred Share Amendment.

"Net Earnings Available for Interest" of any corporation for any period shall mean the Net Income of such corporation for such period plus the following amounts which, in determining the Net Income, shall have been deducted: all amounts deducted in accordance with *subclauses (c) and (d) of Clause (2) of the below definition of Net Income.*

"Net Income" of any corporation for any period shall mean the net income (or the net loss, if expenses and other proper income charges exceed revenues and other proper income credits) of such corporation for such period, determined in the following manner:

(1) The gross revenues and other proper income credits of such corporation shall be computed for such period from books of such corporation maintained in accordance with the Uniform System of Accounts, excluding, however, gains arising from the sale or other disposition of capital assets, and other extraordinary and delayed income credits.

(2) From the amount of such gross revenues and other proper income credits for such period determined as provided in the preceding *Clause (1)* there shall be deducted an amount equal to the aggregate of all expenses and other proper income charges as shown by books of such corporation maintained in accordance with the Uniform System of Accounts, excluding, however, losses from the sale, abandonment or other disposition of capital assets, and other extraordinary and delayed income charges, but in any event there shall be included in such income charges the following items:

(a) provisions or appropriations for all reserves charged or properly chargeable to income;

(b) provision for depreciation and amortization (which amortization, for the purposes of this *subclause (b)*, shall in the case of the Corporation, with respect to research and development, be on the basis applied in the accounts of the Corporation for 1961, notwithstanding any subsequent change by the Corporation to an accelerated basis for amortization of such items);

(c) all interest charged or properly chargeable to income, exclusive of interest charged to construction and credited to income;

(d) provision for all taxes imposed on or measured by income; provided that, for the purposes of this *subclause (d)* provision for Federal taxes on income shall be appropriately adjusted (i) to exclude any amounts charged in recognition of deferred Federal income taxes arising out of an election to claim depreciation and/or amortization of properties in excess of the provision for depreciation and/or amortization of such properties actually deducted on the books, and (ii) to exclude the tax effect of any items of income credits or charges required to be excluded in determining Net Income pursuant to this definition; and

(c) all rental payments charged or properly chargeable to income.

"*Parly Shares*" shall have the meaning stated in the 5.20% Cumulative Preferred Share Amendment.

"*Prior Shares*" shall have the meaning stated in the Cumulative Preferred Share Amendment.

"*Restricted Subsidiary*" shall mean (i) every corporation which on January 1, 1967, was a Subsidiary, and (ii) every corporation which becomes a Subsidiary after said date (x) any of or all the properties of which shall be operated as part of or in conjunction with any of the communications properties or facilities of the Corporation or any Restricted Subsidiary, or (y) which shall own or operate properties or facilities which at said date were operated by the Corporation or any Restricted Subsidiary, or (z) which the Board of Directors of the Corporation shall elect to deem a Restricted Subsidiary.

"*Subsidiary*" shall have the meaning stated in the 5.20% Cumulative Preferred Share Amendment.

"*Voting Stock*", as applied to the stock of any corporation, shall have the meaning stated in the 5.20% Cumulative Preferred Share Amendment.

#### 4.90% Convertible Cumulative Second Preferred Shares

1. *Number and Designation.* The number of shares included in such first series shall be 250,866, and such number shall not be subject to increase or decrease by the Board of Directors; and the distinctive designation of such first series shall be "4.90% Convertible Cumulative Second Preferred Shares".

2. *Dividend Rate.* The rate of dividends which the 4.90% Convertible Cumulative Second Preferred Shares shall be entitled to receive shall be \$4.90 per share per annum, and the date from which such dividends thereon shall be cumulative shall be May 3, 1967.

3. *Redemption.* The 4.90% Convertible Cumulative Second Preferred Shares shall be redeemable in whole or in part at any time or from time to time on or after July 1, 1969 at the redemption price per share at the time applicable in accordance with the following table:

Prior to July 1, 1972.....	\$104.75
During the 12 months beginning July 1:	
1972.....	\$104.125
1973.....	\$103.50
1974.....	\$103.00
1975.....	\$102.50
On or after July 1, 1980.....	\$100.00

plus in every event an amount equal to all cumulative dividends accrued to the date fixed for redemption.

4.90% Convertible Cumulative Second Preferred Shares redeemed shall be cancelled and shall not be reissuable.

4. *No Sinking Fund.* The 4.90% Convertible Cumulative Second Preferred Shares shall not be entitled to the benefit of any sinking or analogous fund for the purchase or redemption of such shares.

5. *Convertibility.* The 4.90% Convertible Cumulative Second Preferred Shares (hereafter in this Section referred to as the "Convertible Shares") shall be convertible into fully paid and non-assessable Common Shares of the Corporation as follows:

(1) *Time for Conversion.* The holder of any Convertible Shares, at his option, at any time and from time to time (or in the case of any share called for redemption, up to but not

later than the close of business on the last business day preceding the date fixed for redemption, notwithstanding any earlier deposit by the Corporation of funds sufficient for the redemption), may convert all or any of the Convertible Shares held by him into Common Shares at the conversion price determined as provided in *Subdivision (6)* below; *provided, however*, that in the event of any liquidation, dissolution or winding up of the Corporation, all conversion rights of the holders of Convertible Shares shall terminate on a date fixed by resolution of the Board of Directors of the Corporation, such date so fixed to be not later than 10 days nor earlier than 20 days prior to such liquidation, dissolution or winding up.

(2) *Manner of Conversion.* Each holder of Convertible Shares desiring to exercise his right of conversion shall deliver written notice of his election to convert, and shall surrender the certificate for the shares to be converted (properly endorsed or assigned for transfer, if the Corporation shall so require), to the Corporation at the office of the Transfer Clerk for the Convertible Shares. Upon such delivery of any such notice of election and such surrender of the certificate for the shares to be converted (the day on which such delivery and such surrender shall have been made being hereinafter called the "date of conversion"), the Corporation shall, as soon as practicable, execute and deliver to the converting holder a certificate or certificates for the number of full Common Shares sufficient for the conversion. For all purposes, the rights of the converting holder of Convertible Shares as such shall cease, and the person or persons in whose name or names the certificate or certificates for the Common Shares issuable upon the conversion are to be issued shall be deemed to have become the record holder or holders of such Common Shares, at the close of business on the date of conversion.

(3) *Fractions.* No fractions of Common Shares shall be issued upon any such conversion. If any fraction of a Common Share would, except for the provisions of this Subdivision, be issuable upon any conversion, the Corporation may either (x) make payment in cash, in respect of such fraction, of an amount equal to the current market value of such fraction computed on the basis of the last sales price of the Common Shares on the New York Stock Exchange on the last business day prior to the date of conversion (or, if there shall not have been a sale on such last business day, on the basis of the average of the closing bid and asked prices on such Exchange on such last business day) or (y) issue a non-dividend bearing and non-voting instrument, in form approved by the Board of Directors of the Corporation, evidencing a fractional right to receive a certificate for 1 Common Share when presented with other like instruments together representing rights to at least 1 such share, which instrument may contain such terms as may be fixed by the Board of Directors and may become void after a reasonable period, not less than 2 years from the date of issuance, to be specified in such instrument. For the purposes of this Section, all Common Shares issuable under the terms of any such instruments shall be deemed to be outstanding shares.

(4) *No Dividend Adjustment.* No payment or adjustment shall be made upon any conversion on account of any cumulative dividends accrued on the Convertible Shares surrendered for conversion or on account of any dividends on the Common Shares issued on such conversion.

(5) *Common Shares.* When used in this Section with reference to the Common Shares into which Convertible Shares are convertible, "Common Shares" shall mean only the Common Shares as constituted on April 18, 1967, and any shares into which such Common Shares may thereafter have been changed; and, when otherwise used in this Section, "Common Shares" shall include also shares of the Corporation of any other class, authorized after the date of issuance of the Convertible Shares, which rank or are entitled to a participation, as to assets or dividends, substantially on a parity with such Common Shares.

(6) *Conversion Price and Conversion Rate.* The initial conversion price at which the Convertible Shares may be converted into Common Shares is \$45 per Common Share, treating each Convertible Share as the equivalent of \$100. The conversion price shall be subject

to adjustment from time to time (the number of Common Shares into which each Convertible Share may be converted at any time being determined, to the nearest one-hundredth of a Common Share, by dividing \$100 by the conversion price in effect at that time) as follows:

(A) *Issuance of Additional Common Shares.* In case the Corporation shall at any time or from time to time issue any Common Shares in addition to those outstanding on May 3, 1967 (other than shares referred to in *clause (vi)* of this Subsection) without consideration or for a consideration per share *less than the conversion price* in effect immediately prior to the time of such issue, then forthwith upon such issuance the conversion price shall be adjusted (to the nearest cent) by the following process:

To the aggregate value of the Common Shares outstanding on May 3, 1967 taken at the initial conversion price of \$45 per share shall be added the aggregate consideration (determined as hereinafter provided) for all additional Common Shares issued after May 3, 1967 (excluding shares referred to in *clause (vi)* of this Subsection); and such total shall be divided by the total number of Common Shares outstanding immediately after such issuance (excluding shares referred to in said *clause (vi)*), and the quotient resulting from such division (if less than the conversion price in effect immediately prior to such issuance) shall be the adjusted conversion price to be thereafter in effect until again adjusted under this Subdivision;

*provided, however*, that the conversion price in effect from time to time shall not be reduced pursuant to this Subsection unless and until, by reason of the happening of any one or more of the events specified in this Subsection, the adjustment of the conversion price would be 25¢ or more per share, but any adjustment which would otherwise be required to be made shall be carried forward and made at the time of and together with any subsequent adjustment which, together with any adjustment or adjustments so carried forward, shall amount to 25¢ or more per share; and *provided further*, that the conversion price having at any time been reduced by adjustment under this Subsection shall never thereafter be increased under this Subsection, notwithstanding any subsequent issue of Common Shares. For the purposes of this Subsection, the following provisions shall be applicable with respect to the issuance of additional Common Shares:

(i) *Rights or Options below Conversion Price at Time in Effect.* In case the Corporation shall grant any rights or options to subscribe for or to purchase such additional shares at a price per share *less than the conversion price* in effect immediately prior to the time of the granting of such rights or options, all such additional shares shall be deemed to have been issued as of the date of the granting of such rights or options and the minimum aggregate consideration called for upon the exercise of such rights or options, plus the consideration, if any, received by the Corporation for such rights or options, shall be deemed to be the consideration received by the Corporation (as of the date of the granting of such rights or options) for the issuance of such additional shares.

(ii) *Securities Convertible below Conversion Price at Time in Effect.* In case

(x) the Corporation shall issue any obligations or any shares convertible into or exchangeable for such additional shares, and

(y) the price per share for which such additional shares are deliverable upon such conversion or exchange (determined by dividing (I) the total amount received or receivable by the Corporation as consideration for the issuance of such convertible obligations or shares, plus the minimum aggregate amount of any additional consideration payable to the Corporation upon conversion or exchange, by (II) the maximum number of such additional shares necessary to effect the conversion or exchange of all such convertible obligations or shares), shall be *less than the conversion price* in effect immediately prior to the time of such issuance,



then such issuance shall be deemed to be an issuance (as of the date of issuance of such convertible obligations or shares) of the maximum number of such additional shares necessary to effect the conversion or exchange of all such convertible obligations or shares, and the price per share determined as provided in *paragraph (y)* of this clause shall be deemed to be the consideration actually received (as of the date of the issuance of such convertible obligations or shares) for the issuance of such additional shares.

(iii) *Purchase Rights and Securities Convertible at or above Conversion Price at Time In Effect.* In case

(x) the Corporation shall grant any rights or options to subscribe for or to purchase such additional shares or shall issue any obligations or any shares convertible into or exchangeable for such additional shares, and

(y) the price per share at which such additional shares may be subscribed for or purchased pursuant to such rights or options, or for which such additional shares are deliverable upon such conversion or exchange (determined as provided in the next preceding clause (ii)), shall be *equal to or greater than the conversion price* in effect immediately prior to the time of such grant or issuance,

such additional shares shall not be deemed to have been issued until the exercise of such rights or options or the conversion or exchange of such obligations or shares (in whole or in part), and the consideration received by the Corporation for the issuance of such additional shares shall be the consideration received upon the exercise of the rights or options so exercised, plus the consideration, if any, received by the Corporation for such rights or options, or the consideration received by the Corporation for the issuance of the obligations or shares so converted or exchanged, plus the amount of any additional consideration paid to the Corporation upon such conversion or exchange.

(iv) *Dividends in Common Shares.* In case any such additional shares shall be issued as a dividend on the Common Shares, such shares shall be deemed to have been issued without consideration and to have been issued and to be outstanding on the day next succeeding the record date for the determination of shareholders entitled to such dividend.

(v) *Computation of Consideration.* In case any such additional shares, or any obligations or shares convertible into or exchangeable for any such additional shares, shall be issued or sold for cash, the consideration received by the Corporation therefor shall be deemed to be the amount of cash received therefor, before deducting any commissions and expenses paid by the Corporation for any underwriting of, or otherwise in connection with, the issue or sale thereof; and, if such issue or sale be for a consideration other than cash (in whole or in part), then, for the purposes of this Subsection, the consideration actually received therefor shall be deemed to be such amount as shall be determined in a resolution of the Board of Directors of the Corporation as the fair value of such consideration at the time of such issue or sale. In case any such additional shares shall be issued upon the conversion of 4.60% Convertible Cumulative Preferred Shares outstanding on May 3, 1967, the consideration received by the Corporation therefor shall be deemed to be \$100 for each 4.60% Convertible Cumulative Preferred Share so converted, less the amount, if any, paid in cash upon such conversion in respect of any fraction of a Common Share (in lieu of the issue of an instrument evidencing a fractional right).

(vi) *Common Shares Excluded from Computations.* For purposes of computations made pursuant to this Subsection, there shall be excluded from consideration (x) Common Shares issued upon conversion of Convertible Shares, (y) Common Shares (and any options to purchase such shares), and the consideration received by the Corporation therefor, issued to officers or employees pursuant to the Corporation's Stock Option Plan in effect May 3, 1967 or pursuant to the plan as amended, or any other stock option or stock purchase plan

approved, by vote of the holders of the Common Shares after that date and (z) Common Shares issued as a dividend on shares excluded by the foregoing *clause (x)* or *(y)* or by this clause.

(vii) *Change in Minimum Adjustment.* In case the Corporation shall at any time subdivide or combine the outstanding Common Shares, the amount of 25¢ referred to above in this Subsection (or the amount to which such amount may have been previously adjusted pursuant to the provisions of this clause) shall be proportionately decreased in the case of a subdivision or increased in the case of a combination (to the nearest cent), effective at the close of business on the date of such subdivision or combination.

(viii) *Outstanding Common Shares.* The number of Common Shares at any time outstanding shall include all Common Shares held in the treasury of the Corporation, and all Common Shares issuable in respect of scrip certificates or other similar instruments. The resale or exchange of Common Shares held in the treasury of the Corporation shall not be deemed to be an issuance thereof.

(B) *Subdivisions and Combinations.* In case the Corporation shall at any time or from time to time subdivide or combine, by reclassification or otherwise, its outstanding Common Shares, the conversion price then in effect shall be proportionately reduced in the case of a subdivision or increased in the case of a combination, effective at the close of business on the date of such subdivision or combination.

(C) *Reorganization and Reclassification.* In case of any capital reorganization or any reclassification of the shares of the Corporation (except as provided in *Subsection (B)* above and except a change in par value, or from par value to no par value, or from no par value to par value), any holder of Convertible Shares, upon conversion thereof, shall be entitled to receive, in lieu of the Common Shares to which he would have become entitled upon conversion immediately prior to such reorganization or reclassification, the shares (of any class or classes) or other securities or property of the Corporation to which the holder of such Common Shares would have been entitled upon such reorganization or reclassification; and in any such case, appropriate provision (as determined by the Board of Directors of the Corporation) shall be made for the application of this Subdivision (6) with respect to the rights and interests thereafter of the holders of Convertible Shares, to the end that this Subdivision (6) (including the specified changes in and other adjustments of the conversion price) shall thereafter be applicable, as nearly as reasonably practicable, in all subsequent conversions of Convertible Shares, to any shares or securities or other property thereafter deliverable upon the conversion of Convertible Shares.

(D) *Consolidation and Merger.* In case the Corporation shall consolidate or merge with or into any other corporation appropriate provision shall be made that any holder of Convertible Shares may thereafter convert them into the same kind and amount of securities or property as may be issuable by the terms of such consolidation or merger with respect to the number of Common Shares to which he would have been entitled upon conversion immediately prior to such consolidation or merger.

(E) *Statement of Adjusted Conversion Price, etc.* Whenever the conversion price is adjusted pursuant to *Subsection (A)* or *(B)* above, the Corporation shall forthwith prepare a written statement signed by the President or a Vice President and by the Comptroller or Vice Comptroller or the Treasurer or Assistant Treasurer of the Corporation setting forth the adjusted conversion price; and whenever an event referred to in *Subsection (C)* or *(D)* shall occur, the Corporation shall forthwith prepare a written statement similarly signed, setting forth the securities or property which a holder of Convertible Shares shall be entitled to receive upon conversion of Convertible Shares; and each such statement shall set forth in reasonable detail the facts requiring such adjustment of the conversion price or explaining the shares or property into which Convertible Shares may be converted. Such statement shall be filed among

the permanent records of the Corporation and a copy thereof shall be furnished to the Transfer Clerk for the Convertible Shares and to any holder of Convertible Shares requesting the same, and shall at all reasonable times during business hours be open to inspection by the holders of Convertible Shares.

(7) *Notice of Certain Events.* In case the Corporation proposes

- (A) to make any distribution (other than a cash dividend) on or in respect of its outstanding Common Shares, or to issue any Common Shares as a dividend on its outstanding Common Shares;
- (B) to issue to the holders of its Common Shares any rights or warrants;
- (C) to effect any capital reorganization or reclassification of the shares of the Corporation;
- (D) to consolidate or merge with or into any other corporation; or
- (E) to effect the liquidation, dissolution or winding up of the Corporation,

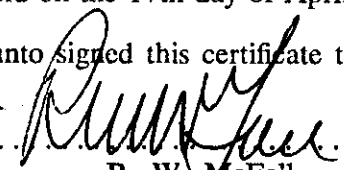
then the Corporation shall cause notice of any such intended action, and of the date of any termination of the conversion rights of holders of Convertible Shares incident to any liquidation, dissolution or winding up, to be mailed, first class postage prepaid, to all holders of record of outstanding Convertible Shares, at the addresses as the same appear on the share records, not less than 20 days nor more than 40 days prior to the record date for the determination of the shareholders entitled to receive such distribution, dividend, rights or warrants, or the date when such capital reorganization or reclassification, consolidation, merger, liquidation, dissolution or winding up shall be effective, as the case may be.

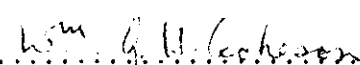
6. *Liquidation Prices.* The liquidation price which each of the 4.90% Convertible Cumulative Second Preferred Shares shall be entitled to receive upon liquidation, dissolution or winding up of the Corporation shall, if the liquidation, dissolution or winding up is voluntary, be an amount equal to the redemption price per share which at the time of such liquidation, dissolution or winding up would be applicable under *Section 3* above upon redemption, or, if the liquidation, dissolution or winding up is involuntary, \$100 per share, plus in every event an amount equal to all cumulative dividends accrued to the date fixed for the payment.

7. *Voting Rights.* The holders of the 4.90% Convertible Cumulative Second Preferred Shares shall have voting rights as set forth in the Cumulative Second Preferred Share Amendment (namely, the certificate of amendment of the certificate of incorporation of the Corporation which was filed pursuant to Section 805 of the Business Corporation Law in the Department of State in the State of New York on April 18, 1967).

**FOURTH:** The foregoing amendment of the Certificate of Incorporation was authorized, and the number, designation, relative rights, preferences, and limitations of the 6% Cumulative Preferred Shares and of the 4.90% Convertible Cumulative Second Preferred Shares were fixed, by the Board of Directors at a meeting duly called and held on the 17th day of April, 1967.

IN WITNESS WHEREOF, the undersigned have hereunto signed this certificate this 17th day of April, 1967.

.....  .....  
R. W. McFall  
President

.....  .....  
Wm. G. H. Acheson  
Secretary

# VERIFICATION OF CERTIFICATE OF AMENDMENT

STATE OF NEW YORK }  
COUNTY OF NEW YORK } ss.:

WM. G. H. ACHESON, being duly sworn, deposes and says that he is the Secretary of THE WESTERN UNION TELEGRAPH COMPANY, the Corporation named in the foregoing Certificate of Amendment; that he has read and signed the same; and that the statements contained therein are true.

*Wm. G. H. Acheson*  
.....  
Wm. G. H. Acheson  
Secretary

Sworn to before me this }  
17th day of April, 1967. }

*Albert F. Marcellino*

ALBERT F. MARCELLINO  
Notary Public, State of New York  
No. 132510700  
Qualified in Richmond County  
Certificate filed in New York County  
Commission Expires March 30, 1969

STATE OF NEW YORK  
PUBLIC SERVICE COMMISSION

Albany, N. Y., April 18, 1967

CASE 24344 - Petition of The Western Union Telegraph Company  
for approval of two certificates 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  
April 17, 1967, in accordance with the order of the Public  
Service Commission dated April 4, 1967.

By the Commission



Secretary

*Mem. filed 11/22/51  
Telegraph Co.*

*613031-14 4/8/851  
NY 10*

*1F-88*

*2,000,000 PV \$1.00  
15,000,000 PV \$2.50*

*B*

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

*as-d  
C 97 L 18d*

THE WESTERN UNION TELEGRAPH COMPANY

Under Section 805 of the Business Corporation Law.

*M*

*notes*

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED APR 18 1967

TAX \$ *none*  
FILING FEE \$ *30*

*John P. Imbruglia*

Secretary of State

By *[Signature]*

*31- NY county*

Milbank, Tweed, Hadley & McCloy  
1 Chase Manhattan Plaza  
New York, New York

I CERTIFY That I have compared the preceding  
copy with the original Certificate of Amendment of Certificate of  
Incorporation of

The Western Union Telegraph Company,

filed in this department on the 18th day of April, 1967, and that such  
copy is a correct transcript therefrom and of the whole of such original.

Witness my hand and the official seal of the Department of State at the  
City of Albany, this twentieth day  
of April, one thousand nine hundred  
sixty-seven.

*John P. Lomenzo*

Secretary of State