

RESTATED CERTIFICATE OF INCORPORATION

OF

MAI EQUIPMENT CORPORATION

Under Section 807 of the Business Corporation Law

The undersigned, being the holder of record of all of the outstanding shares of stock entitled to vote thereon at a meeting of shareholders, certifies:

1. The name of the corporation is MAI EQUIPMENT CORPORATION and the name under which it was formed was WROC LEASING CORPORATION.

2. The Certificate of Incorporation was filed by the Department of State of the State of New York on April 5, 1961.

3. The text of the Certificate of Incorporation, as amended heretofore, and as further amended or changed hereby, to

(a) change the language of Article "SECOND" with reference to the corporate purposes, and strike out the provisions for general powers;

(b) change the address in Article "FOURTH" to which the Secretary of State shall mail a copy of any process from 40 Exchange Place to 300 East 44th Street, both in the City and State of New York;

(c) strike out Article "FIFTH" with respect to the duration of the Corporation;

(d) strike out Article "SIXTH" with reference to the number and qualification of directors;

(e) strike out Article "SEVENTH" with reference to the names and post office addresses of directors;

(f) strike out Article "EIGHTH" with reference to the names and post office addresses of the subscribers and the number of shares subscribed by each;

(g) strike out Article "NINTH" with respect to subscribers;

(h) renumber Article "TENTH" as Article "FIFTH", such Article providing for the designation for the Secretary of State as agent for service of process;

(i) renumber Article "ELEVENTH" as Article "SIXTH", such Article providing for the right in the Board of Directors to grant rights or options;

(j) strike out Article "TWELFTH" with respect to the authority of the Board of Directors to fix compensation or remuneration for directors, officers, agents or employees of the Corporation;

(k) renumber Article "THIRTEENTH" as Article "SEVENTH", such Article providing, under specified conditions, for the validity of transactions or contracts with the Corporation in which directors may have an interest; and

(l) strike out Article "FOURTEENTH" with reference to the adoption of By-Laws;

is hereby restated as amended, to read as herein set forth in full:

"CERTIFICATE OF INCORPORATION

OF

MAI EQUIPMENT CORPORATION

PURSUANT TO ARTICLE TWO OF THE STOCK CORPORATION LAW

"FIRST: The name of the Corporation shall be MAI EQUIPMENT CORPORATION.

"SECOND: The purposes for which it is to be formed are as follows:

(a) To engage in the business of designing, developing, manufacturing, using, purchasing, selling and leasing electric, electronic, electro-mechanical and mechanical devices related to or useful in connection with data processing systems or otherwise; furnishing maintenance service with respect to data processing equipment; maintaining statistical records; providing consulting services with respect to the design, installation and operation of electronic and tabulating card data processing systems and procedures; providing management and technical consulting services; designing, developing, using, manufacturing, purchasing, selling and leasing any and all other types of equipment and machinery; operating data processing centers; carrying on research activities in connection with any or all of the foregoing; and in general to do any and all things necessary or desirable relating to the maintenance of records or the employment of equipment and machinery in connection therewith.

(b) To manufacture, produce, prepare, buy, sell, deal in, trade in, lease, import, export and otherwise dispose of agricultural, industrial and all other commodities, raw materials and finished products of every kind, and tangible and intangible property, including choses in action of every description.

(c) To develop, apply for, purchase or in any other manner acquire or dispose of letters patent, patent rights, licenses and privileges, inventions, copyrights or trademarks granted by, recognized or otherwise existing under the laws of the United States of America or of any foreign country.

(d) To purchase or otherwise acquire all or any part of the business, good will, rights, property and assets of all kinds and assume all or any part of the liabilities of any corporation, association, partnership or person engaged in any business which this Corporation may lawfully conduct.

"THIRD: The total number of shares that may be issued by the Corporation is five hundred (500), all of which are to be without par value.

The capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus the aggregate amount of consideration received by the Corporation for the issuance of shares without par value, plus such amounts as from time to time, by resolution of the Board of Directors, may be transferred thereto.

Shares of stock of the Corporation of any class or classes may be issued at any time or from time to time for such consideration, permitted by law, and not less than the par value thereof in the case of stock having a par value, as may be fixed or authorized by the Board of Directors, and all shares so issued shall be and be deemed to be fully paid and non-assessable and not liable to any further call.

"FOURTH: The office of the Corporation is to be located in the City of New York, County of New York, State of New York. The address to which the Secretary of State shall mail a copy of any process in any action or proceeding against the Corporation which may be served upon him is: c/o Management Assistance Inc., 300 East 44th Street, New York, New York 10017.

"FIFTH: The Secretary of State is designated as the

agent of the Corporation upon whom process in any action or proceeding against it may be served.

"SIXTH: In furtherance of the purposes and interests of the Corporation, in order to obtain, or retain, the services of directors, officers, agents and employees (but without intending hereby to limit its general powers so to do in these or any other cases), the Board of Directors is hereby expressly authorized, in its discretion, to grant rights or options to purchase stock of the Corporation of any class upon such terms and during such period as the Board shall determine, to cause such rights to be evidenced by such warrants or other instruments as the Board may deem advisable, and to issue shares of such stock upon exercise of such rights or options.

"SEVENTH: A director of the Corporation shall not, in the absence of fraud, be disqualified by his office from dealing or contracting with the Corporation either as a vendor, purchaser or otherwise, nor in the absence of fraud shall any transaction or contract of the Corporation be void or voidable or affected by reason of the fact that any director, or any firm of which any director is a member, or any corporation of which any director is an officer, director or stockholder, is in any way interested in or is a party to such transaction or contract, provided that, at the meeting of the Board of Directors, authorizing or confirming said contract or transaction, the existence of any material interest on the part of such director, firm or corporation is disclosed or made known and there shall be present a quorum of the Board of Directors and such contract or transaction shall be approved by a majority of such quorum. A general notice spread upon

the minutes of the Board that a director is a member of any firm or an officer, director or stockholder of any corporation, indicating the extent of his material interest therein and that he is to be regarded as interested in any subsequent transactions with such firm or corporation, shall be a sufficient disclosure thereof; for the purposes of the foregoing provision, and after such general notice it shall not be necessary to give any special notice of the same material interests in relation to any particular transaction with such firm or corporation. No director, or any firm of which any director is a member, or any corporation of which any director is an officer, director or stockholder, shall be liable to account to the Corporation for any profit realized from or through any such transaction or contract of the Corporation authorized, confirmed or approved as aforesaid, by reason of the fact that such director or any firm of which he is a member, or any corporation of which he is a stockholder, director or officer, was interested in such transaction or contract. Directors so interested may be counted when present at meetings of the Board for the purpose of determining the existence of a quorum and their votes may be counted in determining a majority of said quorum. Without limiting in any way anything hereinabove provided, any contract, transaction or act of the Corporation or of the Board (whether or not authorized, confirmed or approved as above provided) which shall be ratified by a majority in interest of the holders of the stock entitled to vote at any annual meeting, or any special meeting called for such purpose, or approved in writing (without a meeting) by a majority in interest of such stockholders, shall be as

valid and as binding as though ratified by every stockholder of the Corporation, except as otherwise provided by law."

4. The manner in which the Restated Certificate of Incorporation was authorized was by the unanimous consent of the holder of record of all of the outstanding shares of stock entitled to vote thereon at a meeting of shareholders under paragraph (a) of Section 803 and paragraphs (a) and (b) of Section 615 of the Business Corporation Law.

IN WITNESS WHEREOF, the undersigned has made and subscribed this Certificate this 24th day of June, 1966.

MANAGEMENT ASSISTANCE INC.

By


Jorge M. Gonzalez
President

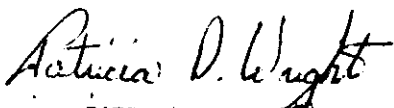
STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

JORGE M. GONZALEZ, being duly sworn, deposes and says: That he is the President of Management Assistance Inc., a New York corporation, the sole shareholder who executed the foregoing Certificate of Amendment of Certificate of Incorporation; that he has read the same and knows the contents thereof, that the same is true to his own knowledge except as to matters therein stated to be alleged upon information and belief, and that as to those matters he believes it to be true.

Deponent further says that the reason this verification is made by deponent and not by Management Assistance Inc. is because the said Management Assistance Inc. is a New York corporation and deponent is an officer thereof, to wit, its President.

Sworn to before me this
24th day of June, 1966.


Jorge M. Gonzalez


PATRICIA D. WRIGHT
Notary Public, State of New York
No. 31-9752100
Qualified in New York County
Commission Expires March 30, 1968