

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
XEROX CORPORATION

Under Section 805 of the Business Corporation Law

We, the undersigned, DAVID T. KEARNS and E. K. DAMON, being respectively the President and the Secretary of Xerox Corporation, DO HEREBY CERTIFY that:

1. The name of the Corporation is "Xerox Corporation". The name under which it was formed is "THE HALOID COMPANY".

2. The Certificate of Incorporation was filed in the Office of the Secretary of State of the State of New York on April 18, 1906.

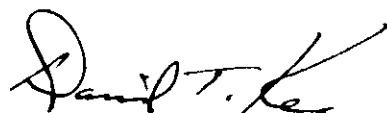
3. Article Fourth of the Certificate of Incorporation is hereby amended to eliminate the preemptive rights of the holders of Common Stock, par value \$1 per share, of the Company, by (a) deleting subdivision 11, (b) renumbering the remaining subdivisions and (c) amending subdivision 10 and renumbered subdivision 11 to read as follows:

"10. No holder of Common Stock, Cumulative Preferred Stock or Class B Stock shall be entitled as such, as a matter of right, to subscribe for or purchase any part of any new or additional issue of stock of any class whatsoever, or of any obligations or other securities convertible into, or exchangeable for, any stock of any class whatsoever, whether now or hereafter authorized and whether issued for cash or other consideration or by way of dividend."

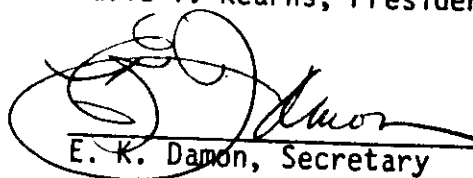
"11. The holders of Common Stock and of Class B Stock shall possess equal voting rights and rights as to dividends or distributions, and in the event of any liquidation, dissolution or winding up of the Corporation. No dividend, distribution, split-up, combination, reclassification, or other change in the shares of Common Stock shall be made without the same being made with respect to the Class B Stock."

4. The 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 shareholders.

IN WITNESS WHEREOF, this Certificate has been signed on the 17th day of May, 1984 and the statements contained therein are affirmed as true under penalties of perjury.



David T. Kearns, President



E. K. Damon, Secretary

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