

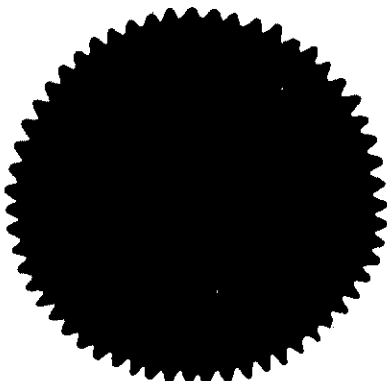


# State of DELAWARE

Office of SECRETARY OF STATE

*I, Glenn C. Kenton Secretary of State of the State of Delaware,*  
*do hereby certify that the above and foregoing is a true and correct copy of*  
Certificate Designating \$2.12 Convertible Preference Stock of the "PITNEY-BOWES,  
INC.", as received and filed in this office the eleventh day of May, A.D. 1979, at  
3:31 o'clock P.M.

In Testimony Whereof, *I have hereunto set my hand*  
*and official seal at Dover this* \_\_\_\_\_ *eleventh* *day*  
*of* \_\_\_\_\_ *May* *in the year of our Lord*  
*one thousand nine hundred and* \_\_\_\_\_ *seventy-nine.*



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State

*[Signature]*

Assistant Secretary of State

**CERTIFICATE OF ADOPTION OF RESOLUTIONS**

by  
**BOARD OF DIRECTORS**  
of  
**PITNEY-BOWES, INC.**

**Providing for the Designation and Certain Preferences  
and Optional or Other Special Rights, and the  
Qualifications, Limitations or Restrictions Thereof,  
of a Series of  
\$2.12 Convertible Preference Stock**

PITNEY-BOWES, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

Pursuant to the authority expressly vested in the Board of Directors of the Corporation by the provisions of its Certificate of Incorporation, the said Board of Directors duly adopted the following resolutions:

RESOLVED, that there is hereby established a series of Preference Stock, designated \$2.12 Convertible Preference Stock. This series shall consist of 3,102,708 shares, and to the extent that the designations, voting powers, preferences, optional, conversion and other special rights, and the qualifications, limitations and restrictions thereof, are not fixed by the Certificate of Incorporation, as amended, they are hereby fixed as follows:

(a) The Preference Stock of this series shall be designated "\$2.12 Convertible Preference Stock".

(b) The preferential dividend rate shall be \$2.12 per share per annum; holders of record of shares of the \$2.12 Convertible Preference Stock shall be entitled to receive dividends, when and as declared by the Board of Directors out of funds legally available therefor, in preference to and in priority over shares of other series of Preference Stock which are expressly made junior to the \$2.12 Convertible Preference Stock as to dividends and, in the absence of such express provisions, on a parity with shares of such other series. Such dividends shall be payable quarterly on the first days of January, April, July and October of each year, commencing on the first such date which is at least 10 days after the date of original issue.

(c) Such dividends shall accrue from the date of original issue, which, with respect to the shares of \$2.12 Convertible Preference Stock to be issued pursuant to the Agreement and Plan of Merger, dated as of December 20, 1978 between Dictaphone Corporation and PB Holding Corporation ("PB"), shall be the Effective Date, as defined therein.

(d) The shares of \$2.12 Convertible Preference Stock shall be fully paid and non-assessable.

(e) The \$2.12 Convertible Preference Stock may be redeemed, in whole or in part, at the option of the Corporation by resolution of its Board of Directors, at any time and

from time to time on or after July 1, 1984 at the following redemption prices, in each case plus accrued and unpaid dividends to the date fixed for redemption:

If redeemed during the 12-month period beginning July 1,

1984	\$29.00 per share
1985	\$28.75 per share
1986	\$28.50 per share
1987	\$28.25 per share
1988 and thereafter	\$28.00 per share

(f) The preferential amount which holders of the \$2.12 Convertible Preference Stock shall be entitled to receive from the assets of the Corporation in the event of any voluntary liquidation, dissolution or winding up of the Corporation shall be the optional redemption price then in effect, except that prior to July 1, 1984, such holders shall be entitled to receive \$29 per share, or, in the event of any involuntary liquidation, dissolution or winding up of the Corporation, \$28 per share, plus in each case an amount equal to accrued and unpaid dividends thereon (as defined in the Certificate of Incorporation) to the date payment is made available to the holders of the \$2.12 Convertible Preference Stock. For purposes of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the \$2.12 Convertible Preference Stock shall rank in preference to and priority over shares of other series of Preference Stock which are expressly made junior to this series as to assets and, in the absence of such express provisions, on a parity with shares of such other series.

(g) In addition to voting rights provided under subheading E of heading IV of Article Fourth of the Certificate of Incorporation, shares of \$2.12 Convertible Preference Stock shall have voting rights as provided in this paragraph (g):

(1) At any annual or special meeting of stockholders at which holders of Common Stock are entitled to vote, each holder of shares of \$2.12 Convertible Preference Stock shall be entitled to cast a number of votes equal to the number of whole and fractional shares of Common Stock into which such holder's shares of \$2.12 Convertible Preference Stock are convertible on the record date for the meeting. The same record date shall be used for all classes of stock entitled to vote at any such meeting.

(2) Unless the vote or consent of the holders of a greater number of shares shall then be required by law, the consent of the holders of at least 66⅔% of the shares of \$2.12 Convertible Preference Stock at the time outstanding, given in person or by proxy, either in writing or by a vote at a meeting called for the purpose at which the holders of shares of \$2.12 Convertible Preference Stock shall vote together as a separate class, shall be necessary for authorizing, effecting or validating the amendment, alteration or repeal of any of the provisions of this resolution or of the Certificate of Incorporation of the Corporation, as now or hereafter amended, or of any certificate of designation relating to any other series of Preference Stock, so as to affect adversely the powers, preferences or rights of \$2.12 Convertible Preference Stock.

(h) The \$2.12 Convertible Preference Stock shall be convertible, at the option of the holders thereof, at any time at the offices of the duly appointed transfer agent for the \$2.12 Convertible Preference Stock, if any, or at such other office as the Board of Directors of the Corporation may determine, into fully paid and non-assessable shares (calculated to the nearest 1/100 of a share) of Common Stock of the Corporation at the rate of one share of Common Stock for each share of \$2.12 Convertible Preference Stock; provided, however, that in case of the redemption of any shares of \$2.12 Convertible Preference Stock, such right of

conversion shall cease and terminate, as to the shares called for redemption, at the close of business on the day next prior to the date fixed for redemption, unless default shall be made in the payment of the redemption price. The rate at which shares of Common Stock shall be deliverable in exchange for shares of \$2.12 Convertible Preference Stock upon conversion thereof is hereinafter referred to as the 'conversion rate' for the \$2.12 Convertible Preference Stock. The conversion rate shall be subject to adjustment from time to time in certain instances as hereinafter provided, except that no adjustment shall be made unless by reason of the happening of any one or more of the events hereinafter specified, the conversion rate then in effect shall be changed by 1% or more, but any adjustment of less than 1% that would otherwise be required then to be made shall be carried forward and shall be made at the time of and together with any subsequent adjustment which, together with any adjustment or adjustments so carried forward, amounts to 1% or more, provided that such adjustment shall be made in all events (regardless of whether or not the amount thereof or the cumulative amount thereof amounts to 1% or more) upon the happening of one or more of the events specified in either subparagraph (1) or subparagraph (4) of this paragraph (h). Upon conversion the Corporation shall make no payment or adjustment on account of dividends accrued or in arrears on the \$2.12 Convertible Preference Stock surrendered for conversion.

Before any holder of \$2.12 Convertible Preference Stock shall be entitled to convert the same into Common Stock, he shall surrender the certificate or certificates for such \$2.12 Convertible Preference Stock at the office appointed as aforesaid, which certificate or certificates, if the Corporation shall so request, shall be duly endorsed to the Corporation or in blank, or accompanied by proper instruments of transfer to the Corporation or in blank, and shall give written notice to the Corporation that he elects so to convert said \$2.12 Convertible Preference Stock, and shall state in writing therein the name or names in which he wishes the certificate or certificates for Common Stock to be issued.

The Corporation will, as soon as practicable after such surrender of certificates for \$2.12 Convertible Preference Stock accompanied by the written notice and the statement above prescribed, issue and deliver at the office appointed as aforesaid, to the person for whose account such \$2.12 Convertible Preference Stock was so surrendered, or to his nominee or nominees, certificates for the number of full shares of Common Stock to which he shall be entitled as aforesaid, together with a cash adjustment for any fraction of a share as hereinafter stated, if not evenly convertible. Subject to the following provisions of this paragraph, such conversion shall be deemed to have been made as of the date of such surrender of the \$2.12 Convertible Preference Stock to be converted, and the person or persons entitled to receive the Common Stock issuable upon conversion of such \$2.12 Convertible Preference Stock shall be treated for all purposes as the record holder or holders of such Common Stock on such date. The Corporation shall not be required to convert, and no surrender of \$2.12 Convertible Preference Stock shall be effective for that purpose, while the stock transfer books of the Corporation are closed for any purpose; but the surrender of \$2.12 Convertible Preference Stock for conversion during any period while such books are so closed shall become effective for conversion immediately upon the reopening of such books, as if the conversion had been made on the date such \$2.12 Convertible Preference Stock was surrendered, and at the conversion rate in effect at the date of such surrender.

The conversion rate for the \$2.12 Convertible Preference Stock shall be subject to adjustment from time to time as follows:

(1) If the Corporation shall at any time pay a dividend on its Common Stock in Common Stock, subdivide its outstanding shares of Common Stock into a larger number of shares or combine its outstanding shares of Common Stock into a smaller number of shares, the conversion rate in effect immediately prior thereto shall be adjusted so that

each share of \$2.12 Convertible Preference Stock shall thereafter be convertible into the number of shares of Common Stock which the holder of a share of \$2.12 Convertible Preference Stock would have been entitled to receive after the happening of any of the events described above had such share been converted immediately prior to the happening of such event. An adjustment made pursuant to this subparagraph (1) shall become effective retroactively to the record date in the case of a dividend and shall become effective on the effective date in the case of a subdivision or combination.

(2) If the Corporation shall issue rights or warrants to all holders of shares of Common Stock for the purpose of entitling them (for a period not exceeding 45 days from the date of issuance) to subscribe for or purchase shares of Common Stock at a price per share less than the average market price per share (determined as provided below) of the Common Stock on the record date for the determination of the stockholders entitled to receive such rights or warrants, then in each such case unless the holders of shares of the \$2.12 Convertible Preference Stock shall be permitted to subscribe for or purchase shares of Common Stock on the same basis as though such shares of \$2.12 Convertible Preference Stock had been converted into shares of Common Stock immediately prior to such record date, the number of shares of Common Stock into which each share of the \$2.12 Convertible Preference Stock shall thereafter be convertible shall be determined by multiplying the number of shares of Common Stock into which each share of \$2.12 Convertible Preference Stock was convertible on the day immediately preceding such record date by a fraction the numerator of which shall be the sum of the number of shares of Common Stock outstanding on such record date and the number of additional shares of Common Stock so offered for subscription or purchase, and the denominator of which shall be the sum of the number of shares of Common Stock outstanding on such record date and the number of shares of Common Stock which the aggregate offering price of the total number of shares so offered would purchase at such average market price. Such adjustment shall become effective retroactively immediately after such record date.

For the purpose of any computation under this paragraph (h), the average market price per share of Common Stock on any date shall be the average of the daily closing prices for the 30 consecutive trading days commencing 45 trading days before the date in question. The closing price for each day shall be the last sales price regular way or, in the case no such sale takes place on such day, the average of the closing bid and asked prices regular way, in either case on the Composite Tape.

(3) If the Corporation shall distribute to all holders of shares of Common Stock any assets (other than any dividend payable solely in cash), any rights to subscribe (other than those referred to in subparagraph (2) above) or any evidence of indebtedness or other securities of the Corporation (other than Common Stock) then in each such case the number of shares of Common Stock into which each share of \$2.12 Convertible Preference Stock shall thereafter be convertible shall be determined by multiplying the number of shares of Common Stock into which each share of \$2.12 Convertible Preference Stock was theretofore convertible on the day immediately preceding the record date for the determination of the stockholders entitled to receive such distribution by a fraction the numerator of which shall be the average market price per share (determined as provided in subparagraph (2) above) of the Common Stock on such record date and the denominator of which shall be such average market price per share less the then fair market value (as determined in a resolution adopted by the Board of Directors of the Corporation, which shall be conclusive evidence of such fair market

value) of the portion of the assets or evidence of indebtedness or securities so distributed or of such subscription rights applicable to one share of Common Stock. Such adjustment shall become effective retroactively immediately after such record date.

(4) In case of any capital reorganization or any reclassification of the capital stock of the Corporation or in case of the consolidation or merger of the Corporation with another corporation or in the case of any sale or conveyance of all or substantially all of the property of the Corporation, each share of \$2.12 Convertible Preference Stock shall thereafter be convertible into the number of shares of stock or other securities or property receivable upon such capital reorganization, reclassification of capital stock, consolidation, merger, sale or conveyance, as the case may be, by a holder of the number of shares of Common Stock into which such share of \$2.12 Convertible Preference Stock was convertible immediately prior to such capital reorganization, reclassification of capital stock, consolidation, merger, sale or conveyance; and, in any case, appropriate adjustment (as determined by the Board of Directors) shall be made in the application of the provisions herein set forth with respect to rights and interests thereafter of the holders of the \$2.12 Convertible Preference Stock to the end that the provisions set forth herein (including the specified changes in and other adjustments of the conversion rate) shall thereafter be applicable, as nearly as reasonably may be, in relation to any shares of stock or other securities or other property thereafter deliverable upon the conversion of the \$2.12 Convertible Preference Stock.

(5) The Corporation may make such increases in the conversion rate, so as to increase the number of shares of Common Stock into which the \$2.12 Convertible Preference Stock may be converted, in addition to those required by paragraphs (1), (2), (3) and (4) above, as it considers to be advisable in order that any event treated for Federal income tax purposes as a dividend of stock or stock rights shall not be taxable to the recipients.

(6) Whenever the conversion rate is adjusted as herein provided, the Corporation shall forthwith file with any transfer agent for the \$2.12 Convertible Preference Stock appointed as aforesaid a certificate, signed by the President or one of the Vice Presidents of the Corporation and by its Treasurer or an Assistant Treasurer, stating the adjusted conversion rate determined as provided in this paragraph (h). Such certificate shall show in detail the facts requiring such adjustment. Whenever the conversion rate is adjusted, the Corporation will forthwith cause a notice stating the adjustment and the conversion rate as adjusted to be mailed to the respective holders of \$2.12 Convertible Preference Stock. Such transfer agent shall be under no duty to make any inquiry or investigation as to the statements contained in any such certificate or as to the manner in which any computation was made, but may accept such certificate as conclusive evidence of the statements therein contained, and such transfer agent shall be fully protected with respect to any and all acts done or action taken or suffered by it in reliance thereon. No transfer agent in its capacity as transfer agent shall be deemed to have any knowledge with respect to any change of capital structure of the Corporation unless and until it receives a notice thereof pursuant to the provisions of this subparagraph (5) and in default of any such notice such transfer agent may conclusively assume that there has been no such change.

The Corporation shall at all times reserve and keep available out of its authorized and unissued Common Stock, solely for the purpose of effecting the conversion of the \$2.12 Convertible Preference Stock, such number of shares as shall from time to time be sufficient to effect the conversion of all shares of \$2.12 Convertible Preference Stock from time to time outstanding. The Corporation shall from time to time, in accordance with the laws of Delaware, increase the authorized amount of its Common Stock if at any time the number

of shares of Common Stock remaining unissued shall not be sufficient to permit the conversion of all the then outstanding \$2.12 Convertible Preference Stock.

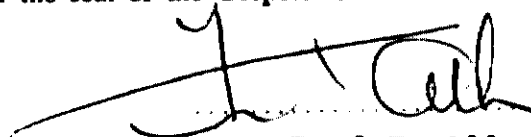
No fractions of shares of Common Stock are to be issued upon conversion, but in lieu thereof the Corporation will pay therefor in cash based on the closing price (determined as provided in the last sentence of subparagraph (2) above) of the Common Stock on the Composite Tape on the business day next preceding the day of conversion.

The Corporation will pay any and all issue and other taxes (other than taxes based on income) that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of \$2.12 Convertible Preference Stock pursuant hereto. The Corporation shall not, however, be required to pay any tax which may be payable in respect of any transfer involved in the issue and delivery of Common Stock in a name other than that in which the \$2.12 Convertible Preference Stock so converted was registered, and no such issue or delivery shall be made unless and until the person requesting such issue has paid to the Corporation the amount of any such tax, or has established, to the satisfaction of the Corporation, that such tax has been paid.

(i) The stated value of the \$2.12 Convertible Preference Stock shall be \$28 per share, and the entire consideration received by the Corporation upon issuance of the \$2.12 Convertible Preference Stock shall be capital.

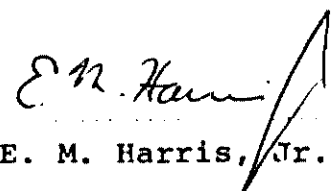
RESOLVED, that before the Corporation shall issue any shares of the \$2.12 Convertible Preference Stock, a certificate pursuant to Section 151 of the General Corporation Law of the State of Delaware shall be made, executed, acknowledged, filed and recorded in accordance with the provisions of said Section 151; and the proper officers of the Corporation are hereby authorized and directed to do all acts and things which may be necessary or proper in their opinion to carry into effect the purposes and intent of this and the foregoing resolutions.

IN WITNESS WHEREOF, this Certificate of Adoption of Resolutions has been executed by a duly authorized officer of the Corporation, and the seal of the Corporation has been duly affixed hereto this 11 day of May, 1979.



Fred T. Allen  
President

Attest:

By   
E. M. Harris, Jr. Secretary

CORPORATE SEAL