

714246

CERTIFICATE OF AMENDMENT

OF THE

CERTIFICATE OF INCORPORATION

OF

ROCHESTER CAPITAL LEASING CORPORATION

Under Section 805 of the Business Corporation Law of the
State of New York.

* * * * *

The undersigned, being respectively the President
and Secretary of Rochester Capital Leasing Corporation, do hereby
certify that:

1. The name of the corporation is ROCHESTER CAPITAL
LEASING CORPORATION.

2. The Certificate of Incorporation was filed by the
Department of State of the State of New York on October 25,
1961.

3. The Certificate of Incorporation of Rochester
Capital Leasing Corporation is hereby amended to change the
name of the corporation from Rochester Capital Leasing Corpora-
tion to O P I C Corporation.

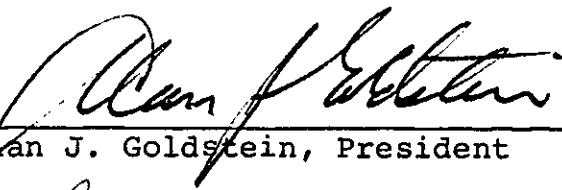
4. To effect the foregoing amendment, Paragraph
FIRST of the Certificate of Incorporation is hereby amended to

read in its entirety as follows:

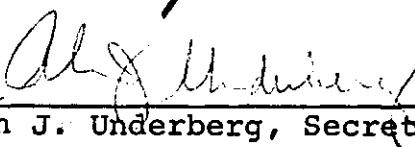
FIRST: The name of the corporation is O P I C Corporation.

5. The manner in which the amendment to the Certificate of Incorporation of the Corporation was authorized was by the affirmative vote of the holders of a majority of all outstanding shares entitled to vote thereon at the Annual Meeting of Shareholders of said corporation, duly called and held, on October 22, 1968, at which meeting a quorum was present and voting throughout.

IN WITNESS WHEREOF, the undersigned have executed this Certificate, this 25th day of October, 1968.



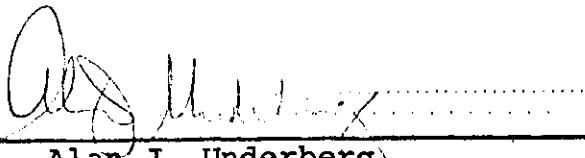
Alan J. Goldstein, President



Alan J. Underberg, Secretary

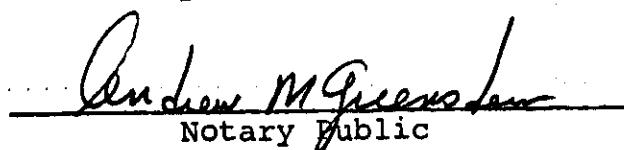
STATE OF NEW YORK
COUNTY OF MONROE ss.

ALAN J. UNDERBERG, being duly sworn, deposes and says, that he is the Secretary of Rochester Capital Leasing Corporation, 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.



Alan J. Underberg

Sworn to before me this
25th day of October, 1968.



Andrew M. Green
Notary Public

ANDREW M. GREEN
NOTARY PUBLIC, State of N.Y., Monroe County
My Commission Expires March 30, 1970