



# State of DELAWARE

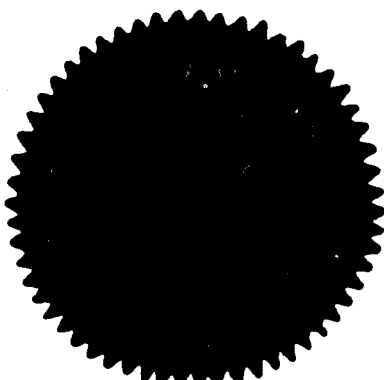


Office of SECRETARY OF STATE

*I, Robert H. Reed, Secretary of State of the State of Delaware,  
do hereby certify that the above and foregoing is a true and correct copy of*

Certificate of Amendment of the "Anderson, Clayton & Co.", as received and filed  
in this office the twenty-fifth day of October, A.D. 1976, at 4:30 o'clock P.M.

In Testimony Whereof, *I have hereunto set my hand  
and official seal at Dover this* twenty-fifth *day  
of* October *in the year of our Lord  
one thousand nine hundred and* seventy-six.



Robert H. Reed

Secretary of State

Grover A. Biddle Assistant Secretary of State

**CERTIFICATE OF AMENDMENT  
OF  
RESTATED CERTIFICATE OF INCORPORATION**

Anderson, Clayton & Co., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That by unanimous vote of the Board of Directors of Anderson, Clayton & Co., at a meeting duly held on September 9, 1976, a resolution was duly adopted setting forth a proposed amendment to the Restated Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and directing that the amendment proposed be considered at the next Annual Meeting of the stockholders. The proposed amendment set forth in such resolution is as follows:

That said Restated Certificate of Incorporation be amended by changing the first paragraph of the Article thereof numbered "FOURTH" so that, as amended, said paragraph shall be and read as follows:

"FOURTH: The total number of shares of capital stock which the Corporation shall have authority to issue is 24,000,000 of which 4,000,000 shares without par value shall be preferred stock issuable in series (hereinafter called the "Preferred Stock") and 20,000,000 shares of the par value of \$1 each, amounting in the aggregate to \$20,000,000, shall be common stock (hereinafter called the "Common Stock")."

SECOND: That thereafter, the next Annual Meeting of the stockholders of the Corporation was duly held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting a majority of the outstanding stock entitled to vote thereon, and a majority of the outstanding stock of each class entitled to vote thereon as a class, was voted in favor of the aforesaid amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That said amendment shall become effective at the close of business on October 25, 1976.

FIFTH: That the capital of the Corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said Anderson, Clayton & Co. has caused its corporate seal to be hereunto affixed and this certificate to be signed by W. Fenton Guinee, Jr., its President, and attested by Don C. McDonald, its Secretary, this 25th day of October, 1976.

ANDERSON, CLAYTON & Co.

ATTEST:

By DON C. McDONALD  
Secretary

By W. FENTON GUINEE, JR.  
President

CORPORATE SEAL

ANDERSON, CLAYTON & Co.  
CORPORATE  
1929  
SEAL  
DELAWARE