

CERTIFICATE OF AMENDMENT

of the

CERTIFICATE OF INCORPORATION

of

THE WESTERN UNION TELEGRAPH COMPANY

Under section 805 of the Business Corporation Law

The undersigned, being respectively the President and the Secretary of The Western Union Telegraph Company (a corporation organized under the laws of the State of New York), DO HEREBY CERTIFY as follows:

FIRST: The name of the Corporation is The Western Union Telegraph Company. The name under which it was originally incorporated is The New York and Mississippi Valley Printing Telegraph Company.

SECOND: The Certificate of Incorporation of the Corporation was filed in the Department of State of the State of New York on April 8, 1851.

THIRD: The provisions of the Certificate of Incorporation (as heretofore amended) which relate to the authorized shares of the Corporation are hereby further amended by the addition thereto of the following provision:

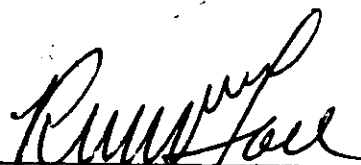
"From and after the date of filing hereof, no holder of shares, or of rights or options to purchase shares, of the Corporation of any class, as such, shall have any pre-emptive or preferential right (other than such right, if any, as the Board of Directors in its discretion from time to time may grant) to purchase or subscribe to any shares, or to rights or options to purchase shares, of the Corporation of any class, whether now or hereafter authorized, or to purchase or subscribe to any obligations or other evidences of indebtedness convertible

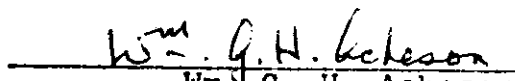


into, or carrying rights or options to purchase, shares of the Corporation of any class."

FOURTH: The foregoing amendment of the Certificate of Incorporation was authorized by vote, at the annual meeting of shareholders duly called and held for such purpose on the 9th day of April 1969, of the holders of the required percentages of all outstanding shares entitled to vote thereon, namely: (i), as required by subparagraph (a) of section 803 of the Business Corporation Law, a majority of all outstanding 4.60% Convertible Cumulative Preferred Shares, 4.90% Convertible Cumulative Second Preferred Shares and Common Shares, voting as a single class, and (ii), as required by Section 5C of each of the Certificates of Amendment (filed July 9, 1965 and April 14, 1967, respectively) by which the Corporation was authorized to issue Cumulative Preferred Shares in series and Cumulative Second Preferred Shares in series, two-thirds of all outstanding 4.60% Convertible Cumulative Preferred Shares and 4.90% Convertible Cumulative Second Preferred Shares, each voting as a separate class.

IN WITNESS WHEREOF, the undersigned have hereunto signed this certificate this 29th day of April, 1969.


 R. W. McFall
 President


 Wm. G. H. Acheson
 Secretary

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VERIFICATION OF CERTIFICATE OF AMENDMENT

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss:

WM. G. H. ACHESON, being duly sworn, deposes and says that he is the Secretary of The Western Union Telegraph Company, 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.

Wm. G. H. Acheson
Wm. G. H. Acheson
Secretary

Sworn to before me this
29th day of April 1969.

Spencer H. Davis
Notary Public

SPENCER H. DAVIS
Notary Public, State of New York
No. 30-5940950
Qualified in Nassau County
Certificate filed in New York County
Term Expires March 30, 1970



STATE OF NEW YORK
PUBLIC SERVICE COMMISSION

Albany, N. Y., April 30, 1969

CASE 25133 - Petition of The Western Union Telegraph Company for approval of a certificate amending its Certificate of Incorporation to eliminate the preemptive rights to purchase securities now held by existing shareholders.

* * * *

State of New York
DEPARTMENT OF STATE }

ss.:

15268

I Certify That I have compared the preceding

copy with the original Certificate of Amendment of Certificate of
Incorporation of

THE WESTERN UNION TELEGRAPH COMPANY.

filed in this department on the 1st day of May, 1969, and that such
copy is a correct transcript therefrom and of the whole of such original.

Witness my hand and the official seal of the Department of State at the
City of Albany, this first day
of May one thousand nine hundred
sixty-nine.

John P. Romano
Secretary of State

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