

STATE OF CALIFORNIA



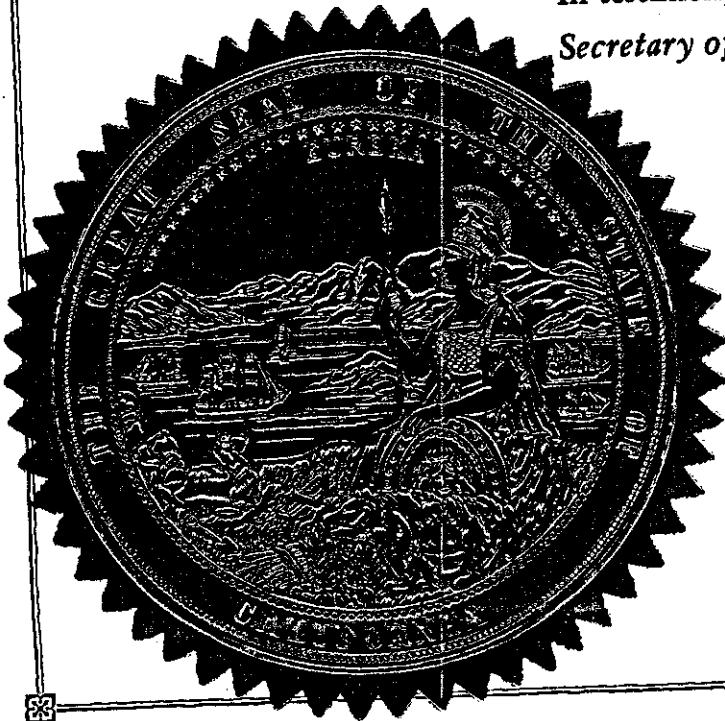
DEPARTMENT OF STATE

To all whom these presents shall come, Greetings:

I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

In testimony whereof, I, FRANK M. JORDAN, Secretary of State, have hereunto caused the Great Seal of the State of California to be affixed and my name subscribed, at the City of Sacramento, in the State of California,
this NOV 21 1960



Frank M. Jordan
Secretary of State

By *Walter C. Stutler*
Assistant Secretary of State

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION OF FRIDEN, INC.

The undersigned, P. R. SAMWELL and H. M. BILLINGS, do hereby certify that they are, respectively, and have been at all times herein mentioned, the duly elected and acting Vice President and Secretary of Friden, Inc., a California corporation, and further that:

1. At a special meeting of the Board of Directors of said corporation, duly held at 10:00 A.M. on August 15, 1960, at the principal office of the corporation, at San Leandro, California, at which meeting there was at all times present and acting a quorum of the members of said Board, the following resolution was duly adopted:

WHEREAS, this corporation's presently authorized capital stock is 1,500,000 shares, of the par value of \$1.00 per share; and

WHEREAS, it is deemed to the advantage, benefit, and best interests of this corporation, and of all persons interested therein, that, by amendment of the Articles of Incorporation of this corporation herein-after provided:

- a. the presently authorized common shares of this corporation be split 3-for-1; and
- b. when so split, the authorized number of shares of common stock of this corporation be further increased to 5,000,000 shares;

and that all actions necessary and incident thereto be taken;

NOW, THEREFORE, BE IT RESOLVED:

- 1. that Article Fourth of the Articles of Incorporation of this corporation be amended to read as follows:

"FOURTH: This corporation is authorized to issue only one class of shares of stock, denominated shares of common stock. The total number of shares which this corporation shall have authority to issue is 5,000,000 shares; the par value of each of said shares is $\$.33\frac{1}{3}$; and the aggregate par value of all of said shares is $\$1,666,666.66\frac{2}{3}$. (The 1,500,000 shares of common stock of this corporation, of the par value of \$1.00 each, authorized by this Article Fourth immediately prior to the amendment of this Article Fourth as herein provided (the date upon which the certificate of such amendment is filed with the

**ENDORSED
FILED**

In the Office of the Secretary of State
of the State of California

NOV 15 1960

FRANK M. JORDAN, Secretary of State
By RALPH R. MARTIG
Deputy

Secretary of State of the State of California being hereinafter in this paragraph called 'the effective date' thereof), are hereinafter in this Article Fourth referred to as the 'old shares.' The shares of common stock authorized by such amendment are hereinafter in this Article Fourth referred to as the 'new shares.' On the effective date of such amendment, the old shares (by virtue of the filing of the certificate of such amendment in the office of the Secretary of State of the State of California) shall be changed into new shares (which shall be a part of the total of 5,000,000 shares authorized in the first sentence of this Article Fourth, as aforesaid) -- each old share being changed into, and the holder of each old share being in lieu thereof entitled to and holding, 3 new shares (common shares) immediately upon the effective date of such amendment."

2. that the Board of Directors of this corporation hereby adopts and approves said amendment of its Articles of Incorporation;
3. that the officers of this corporation be, and each of them is, hereby authorized, empowered, and directed to:
 - a. procure the adoption and approval of the foregoing amendment of this corporation's Articles of Incorporation by the vote or written consent of shareholders of this corporation holding at least a majority of the voting power; and
 - b. thereafter to sign and verify by their oaths and to file a certificate in the form and manner required by the California Corporations Code, and, in general, to do any and all things necessary or by them deemed desirable to effectuate the foregoing amendment of the Articles of Incorporation of this corporation.

2. At a special meeting of the stockholders of said corporation, duly called for that purpose and held at the principal office of the corporation, at San Leandro, California, at 10:00 A.M. on November 15, 1960, the following resolution was adopted:

WHEREAS, the Board of Directors of this corporation at a special meeting duly held on August 15, 1960, at the principal office of this corporation, located in San Leandro, California, adopted and approved by resolution of said Board (and subject to the approval of Shareholders of this corporation

holding at least a majority of the voting power), an amendment of the Articles of Incorporation of this corporation, amending Article Fourth of said Articles to read as follows:

"FOURTH: This corporation is authorized to issue only one class of shares of stock, denominated shares of common stock. The total number of shares which this corporation shall have authority to issue is 5,000,000 shares; the par value of each of said shares is \$.33-1/3; and the aggregate par value of all of said shares is \$1,666,666.66-2/3. (The 1,500,000 shares of common stock of this corporation, of the par value of \$1.00 each, authorized by this Article Fourth immediately prior to the amendment of this Article Fourth as herein provided (the date upon which the certificate of such amendment is filed with the Secretary of State of the State of California being hereinafter in this paragraph called 'the effective date' thereof), are hereinafter in this Article Fourth referred to as the 'old shares.' The shares of common stock authorized by such amendment are hereinafter in this Article Fourth referred to as the 'new shares.' On the effective date of such amendment, the old shares (by virtue of the filing of the certificate of such amendment in the office of the Secretary of State of the State of California) shall be changed into new shares (which shall be a part of the total of 5,000,000 shares authorized in the first sentence of this Article Fourth, as aforesaid)-- each old share being changed into, and the holder of each old share being in lieu thereof entitled to and holding, 3 new shares (common shares) immediately upon the effective date of such amendment)."

NOW, THEREFORE, BE IT RESOLVED that the foregoing amendment of the Articles of Incorporation of this corporation be, and the same is hereby, adopted and approved by the shareholders of this corporation, and that Article Fourth of the Articles of Incorporation of this corporation be amended to read as hereinabove set forth.

3. The total number of shares of said corporation entitled to vote on or consent to the adoption of such amendment is 1,174,566 shares; and the foregoing amendment was adopted and approved at said stockholders' meeting by the total vote of holders of 1,094,051 shares.

IN WITNESS WHEREOF, the undersigned have executed this certificate

of amendment this 15th day of November, 1960.

P. R. SAMWELL

P. R. Samwell, Vice President of
Friden, Inc.

H. M. BILLINGS

H. M. Billings, Secretary of Friden,
Inc.

STATE OF CALIFORNIA }
CITY AND COUNTY OF } SS
SAN FRANCISCO }

P. R. SAMWELL and H. M. BILLINGS, being first duly sworn,
each for himself deposes and says:

That P. R. SAMWELL and H. M. BILLINGS are, and at all times
mentioned in the foregoing Certificate of Amendment of Articles of
Incorporation of Friden, Inc. were, the Vice President and Secre-
tary, respectively, of FRIDEN, INC., a California corporation,
therein mentioned, and each has read said Certificate; and that the
statements therein made are true of his own knowledge, and the
signatures thereto purporting to be the signatures of P. R. SAMWELL
and H. M. BILLINGS are the genuine signatures of said P. R. SAMWELL
and H. M. BILLINGS,

P. R. SAMWELL

P. R. Samwell

H. M. BILLINGS

H. M. Billings

Subscribed and sworn to before me
this 15th day of November, 1960.

(Notarial Seal) R. D. CARMENCKE
R. D. Carmiencke
Notary Public in and for the City and
County of San Francisco, State of
California

My Commission Expires: March 14, 1962