

CERTIFICATE OF AMENDMENT OF THE  
CERTIFICATE OF INCORPORATION  
OF  
UNDERWOOD TYPEWRITER COMPANY

UNDERWOOD TYPEWRITER COMPANY, a corporation of the State of New Jersey, by P. D. WAGONER, its President, and C. S. DUNCAN, its Secretary, HEREBY CERTIFIES:

1. That the location of the principal office of said corporation in the State of New Jersey is at No. 1 Exchange Place, in the City of Jersey City, County of Hudson.
2. That the name of the agent therein and in charge thereof, upon whom process against said corporation may be served, is The New Jersey Corporations' Agency.
3. That the Board of Directors of said corporation, at a meeting duly convened and held on the 15th day of February, 1932, duly and unanimously passed the following resolutions:

"RESOLVED that it is advisable that the certificate of incorporation of this corporation be amended to change the name of this corporation from Underwood Typewriter Company to Underwood Elliott Fisher Company, as follows:

That the section of the certificate of incorporation of this corporation numbered 'First' be and the same hereby is amended to read as follows:

FIRST: That the name of the corporation is

'UNDERWOOD ELLIOTT FISHER COMPANY.'"

"RESOLVED that a meeting of the stockholders of this corporation be and the same hereby is called to be held at the office of this corporation in the City and State of New York, to wit: 342 Madison Avenue, on the 15th day of February, 1932, at 3:00 o'clock P. M., to take action upon the foregoing resolution."

4. That thereafter on the 15th day of February, 1932, pursuant to such call of the Board of Directors, and upon due waiver of notice signed by each stockholder having voting powers, in accordance with the by-laws of said corporation, a special meeting of the stockholders of said corporation was duly held, at which meeting all the stockholders of the corporation having voting powers were present in person or represented by proxy, and that all the stockholders having voting powers voted in favor of the following resolution authorizing the change and alteration so recommended by the Board of Directors:

RESOLVED:

"That the certificate of incorporation of this corporation be and the same hereby is amended to change the name of this corporation from Underwood Typewriter Company to Underwood Elliott Fisher Company, as follows:

That the section of the certificate of incorporation of this corporation numbered 'First' be and the same hereby is amended to read as follows:

FIRST: That the name of the corporation is

'UNDERWOOD ELLIOTT FISHER COMPANY.'"

5. That said corporation has changed its name from Underwood Typewriter Company to Underwood Elliott Fisher Company, said change of name having been declared by resolution of the Board of Directors of said corporation (above recited) to be advisable, and having been duly and regularly assented to by the vote of more than two-thirds in interest of the stockholders of said corporation having voting powers, by resolution (above recited), at a meeting duly called by the Board of Directors for that purpose.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by its President and its Secretary, and its corporate seal to be hereunto affixed, and P. D. Wagoner and C. S. Duncan, the President and Secretary, respectively, of said corporation have signed their names, this 15th day of February, 1932.

**UNDERWOOD TYPEWRITER COMPANY**

P. D. WAGONER

President

(Corporate Seal)

C. S. DUNCAN

Secretary

Attest:

C. S. DUNCAN

Secretary

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

BE IT REMEMBERED, that on this 15th day of February, A. D. 1932, before me, the subscriber, a Notary Public in and for the County of New York, in the State of New York, personally appeared C. S. DUNCAN, Secretary of the Underwood Typewriter Company, the corporation named in and which executed the foregoing certificate, who, being by me duly sworn, according to law, does depose and say and make proof to my satisfaction that he is the Secretary of said corporation; that the seal affixed to said corporation certificate is the corporate seal of said corporation, the same being well known to him; and it was affixed by order of said corporation; that P. D. Wagoner is the President of said corporation; that he saw said P. D. Wagoner as such President sign said certificate and affix said seal thereto and deliver said certificate, and heard him declare that he signed, sealed and delivered said certificate as the voluntary act and deed of said corporation, by its order and by authority of its board of directors and by the vote, either in person or by proxy duly constituted and thereunto duly authorized of more than two-thirds in interest of the said stockholders having voting powers, for the uses and purposes therein expressed; and that said C. S. Duncan signed his name thereto at the same time as subscribing witness.

C. S. DUNCAN

Subscribed and sworn to before me  
the day and year aforesaid.

GUSTAVE J. HASLACH

Notary Public, Queens County

(Seal) Clerk's No. 757, Register's No. 165  
Certificate filed in New York County  
Clerk's No. 50, Register's No. 2H21  
Commission expires March 30th, 1932

STATE OF NEW YORK, }  
COUNTY OF NEW YORK, } ss.: No. 22185 Series D

I, DANIEL E. FINN, Clerk of the County of New York, and also Clerk of the Supreme Court in and for said county, DO HEREBY CERTIFY, That said Court is a Court of Record, having by law a seal; that GUSTAVE J. HASLACH whose name is subscribed to the annexed certificate or proof of acknowledgment of the annexed instrument was at the time of taking the same a NOTARY PUBLIC acting in and for said county, duly commissioned and sworn, and qualified to act as such; that he has filed in the Clerk's Office of the County of New York a certified copy of his appointment and qualification as Notary Public for the County of Queens with his autograph signature; that as such Notary Public, he was duly authorized by the laws of the State of New York to protest notes; to take and certify depositions; to administer oaths and affirmations; to take affidavits and certify the acknowledgment and proof of deeds and other written instruments for lands, tenements and hereditaments, to be read in evidence or recorded in this state; and further, that I am well acquainted with the handwriting of such Notary Public and verily believe that his signature to such proof or acknowledgment is genuine.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of said Court at the City of New York, in the County of New York, this 16 day of Feb. 1932.

DANIEL E. FINN  
Clerk.

ENDORSED:

"FILED AND RECORDED Feb. 16, 1932.  
THOMAS A. MATHIS,  
SECRETARY OF STATE."

## STATE OF NEW JERSEY

Department of State.

I, THOMAS A. MATHIS, Secretary of State of the State of New Jersey, do HEREBY CERTIFY that the foregoing is a true copy of Certificate of Amendment of the Certificate of Incorporation of the UNDERWOOD TYPEWRITER COMPANY, Changing its Name to "UNDERWOOD ELLIOTT FISHER COMPANY," and the endorsements thereon, as the same is taken from and compared with the original filed in my office on the Sixteenth day of February, A. D. 1932, and now remaining on file and of record therein.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton, this 20<sup>th</sup> day of February A. D. 1932.

*Thomas A. Mathis*

Secretary of State.

