

AUG 5 3 40 PM '80

SECRETARY OF STATE

CERTIFICATE OF REDUCTION OF CAPITAL

RCA Corporation ("the Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY, that:

FIRST: At a meeting of the Board of Directors of RCA Corporation resolutions were duly adopted setting forth a proposed reduction of the capital of the Corporation in the manner and to the extent hereinafter set forth.

SECOND: Pursuant to the provisions of Section 244 of the General Corporation Law of the State of Delaware and subject to the provisions of its Certificate of Incorporation, a reduction of the capital of the Corporation by the amount of one hundred thirty two thousand, twenty two dollars and thirty two cents (\$132,022.32) was authorized in the following manner:


(a) The amount of capital of the Corporation which was applied to the purchase of 8,080 shares of \$3.50 Cumulative First Preferred Stock, which are without par value, was \$130,726.32 or \$16.179 per share, equal to the stated value of such shares, and the amount of capital applied to the conversion of 162 shares of \$4 Cumulative Convertible First Preferred Stock, which are without par value, was \$1,296 or \$8 per share, equal to the stated value of such shares.

THIRD: The assets of the Corporation remaining after such reduction are sufficient to pay any debts of the Corporation for which payment has not been otherwise provided.

FOURTH: This Certificate of Reduction of Capital shall be effective upon filing with the Secretary of State of Delaware.


IN WITNESS WHEREOF, said RCA Corporation has caused its corporate seal to be affixed and this Certificate to be signed by Stanley N. Roseberry, Vice President and Controller, and William P. Alexander, Secretary, this 21st day of May, 1980.

RCA CORPORATION

By 
Stanley N. Roseberry
Vice President and Controller

CORPORATE SEAL

ATTEST:

By 
William P. Alexander
Secretary

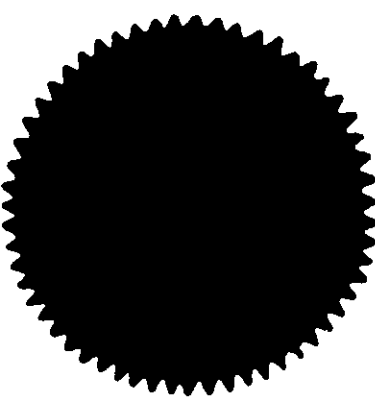


State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton 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 Reduction of Capital of the "RCA Corporation", as received and filed
in this office the twenty-third day of May, A.D. 1980, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this _____ *tenth* *day*
of _____ *July* *in the year of our Lord*
one thousand nine hundred and _____ *eighty.*



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

CERTIFICATE OF RETIREMENT
OF PREFERRED STOCK PURCHASED OUT OF
CAPITAL AND SURPLUS
AUG 5 3 40 PM '80
SECRETARY OF STATE

RCA Corporation ("the Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY, that:

FIRST: Pursuant to the provisions of Section 243(a) of the General Corporation Law of the State of Delaware and subject to the provisions of its Certificate of Incorporation, the Corporation has purchased and retired 8,080 shares of its issued and outstanding \$3.50 Cumulative First Preferred Stock which is without par value.


SECOND: Article Fourth, Part I(d) of the Corporation's Certificate of Incorporation prohibits the reissuance of shares of the Corporation's \$3.50 Cumulative First Preferred Stock purchased for retirement, and pursuant to the provisions of Section 243(b) of the General Corporation Law of the State of Delaware, upon the effective date of the filing of this Certificate as therein provided the Certificate of Incorporation of the Corporation shall be amended to effect a reduction in the authorized number of shares of said stock to the extent stated in the third paragraph hereof.

THIRD: In accordance with a resolution of its Board of Directors, the amount of capital of the Corporation which was applied to the purchase of the 8,080 shares of \$3.50 Cumulative First Preferred Stock was \$130,726.32 or \$16.179 per share, equal to the stated value of such shares.

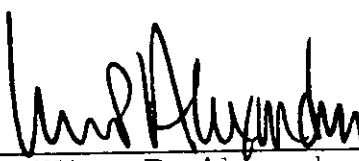
FOURTH: This Certificate of Retirement of Stock shall be effective upon filing with the Secretary of State of Delaware.

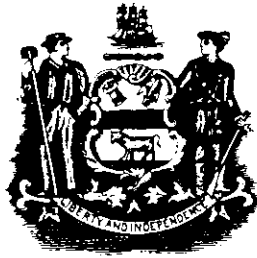
IN WITNESS WHEREOF, said RCA Corporation has caused its corporate seal to be affixed and this Certificate to be signed by Stanley N. Roseberry, Vice President and Controller, and William P. Alexander, Secretary, this 21st day of May, 1980.

RCA Corporation

By 
Stanley N. Roseberry
Vice President and Controller

CORPORATE SEAL

ATTEST: By 
William P. Alexander
Secretary

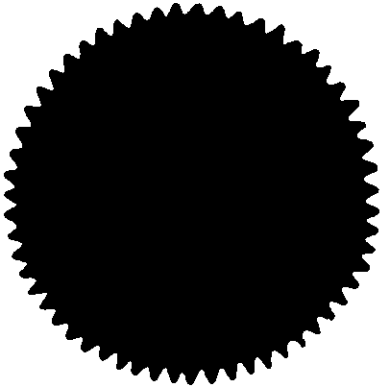


State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton 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 Retirement of Preferred Shares of the "RCA Corporation", as received
and filed in this office the twenty-third day of May, A.D. 1980, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this _____ *tenth* *day*
of _____ *July* *in the year of our Lord*
one thousand nine hundred and _____ *eighty.*



Glenn C. Kenton

Glenn C. Kenton, Secretary of State