

# Certified Copy

[CONFORMED COPY]

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PITNEY-BOWES, INC.

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## Certificate of Retirement

OF

## Preferred Stock

(Pursuant to Section 243 of the General Corporation Law of the  
State of Delaware)

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*Dated: September 1, 1964*

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**PITNEY-BOWES, INC.**

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**Certificate of Retirement of Preferred Stock**

**(Pursuant to Section 243 of the General Corporation Law of the  
State of Delaware)**

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PITNEY-BOWES, INC., a Corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That pursuant to the provisions of Section 243 of the General Corporation Law of the State of Delaware, and subject to the provisions of the Certificate of Incorporation of the Corporation as amended, the Corporation on August 18, 1964 redeemed pursuant to the provisions of subheading D of heading I of Article FOURTH of the Certificate of Incorporation, as heretofore amended, 14,632 shares being all of its issued and outstanding Cumulative Preferred Stock of the series designated "4¼% Cumulative Preferred Stock, Series B".

SECOND: That the capital of the Corporation is hereby reduced by the amount of capital represented by the shares so retired, to wit: Seven Hundred Thirty-One Thousand Six Hundred Dollars (\$731,600).

THIRD: That the Certificate of Incorporation of the Corporation as amended prohibits the reissue of said shares when so redeemed; and pursuant to the provisions of Section 243 of the General Corporation Law of the State of Delaware, upon the filing and recording of this certificate as therein provided the Certificate of Incorporation of the Corporation as amended shall be further amended to effect a reduction in the authorized Cumulative Preferred Stock of the Corporation to the extent of Seven Hundred Thirty-One Thousand Six Hundred Dollars (\$731,600) the aggregate par value of the 14,632 shares of Cumulative Preferred Stock of the Corporation of the series designated "4¼% Cumulative Preferred Stock, Series B" so redeemed by the Corporation.

FOURTH: That the Certificate of Incorporation of the Corporation as amended be further amended to cancel the Certificate of Resolution of the Board of Directors providing for the issue of 4¼% Cumulative Preferred Stock, Series B, said Certificate of Resolution having been dated the 13th day of December, 1950, and filed and recorded in the office of the Secretary of State of Delaware. That the said Certificate of Resolution be deleted from the Certificate of Incorporation of the Corporation and that Article FOURTH of the Certificate of Incorporation of the Corporation be and the same hereby is amended to change the total number of shares of all classes of stock which the Corporation shall have authority to issue to 5,060,000 shares, of which 60,000 shall be Cumulative Preferred Stock with the par value of \$50 each and 5,000,000 shares shall be Common Stock with the par value of \$2 each.

IN WITNESS WHEREOF said Pitney-Bowes, Inc. has caused its corporate seal to be hereunto affixed and this Certificate to be signed by its President, John O. Nicklis, and its Secretary, Charles P. Collins, this 1st day of September, 1964.

PITNEY-BOWES, INC.

By JOHN O. NICKLIS  
*President.*

(COMPANY  
SEAL)

CHARLES P. COLLINS  
*Secretary.*

*Pitney-Bowes, Inc.*  
*Corporate Seal*  
*Delaware*  
*1920*

STATE OF CONNECTICUT }  
COUNTY OF FAIRFIELD } ss.:

BE IT REMEMBERED that on this 1st day of September, A. D. 1964, personally came before me, NORMA E. BRIDGE, a Notary Public in and for the County and State aforesaid, JOHN O. NICKLIS, President of Pitney-Bowes, Inc., a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally, to be such, and he, the said JOHN O. NICKLIS, as such President, duly executed the certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said President and Secretary of said corporation respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

NORMA E. BRIDGE

My Commission Expires March 31, 1969

(~~NOTARIAL~~  
SEAL)

*Norma E. Bridge*  
*Notary Public*  
*Connecticut*

# State of Delaware



## Office of Secretary of State.

*J. Elisha C. Bikes, 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 "PITNEY-BOWES,  
INC.", as received and filed in this office the first day of September,  
A.D. 1964, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand  
and official seal at Dover this first day  
of September in the year of our Lord  
one thousand nine hundred and sixty-four.

*J. Elisha C. Bikes*

Secretary of State

*L. F. Jones*

Asst. Secretary of State