

STATE OF CALIFORNIA



DEPARTMENT OF STATE

To all to 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 21st day of November, 1957

Frank M. Jordan
Secretary of State

By *Anthony J. ...*
Assistant Secretary of State



**CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION OF FRIDEN
CALCULATING MACHINE CO., 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 CALCULATING MACHINE CO., INC., a California corporation, and further that:

1. At a special meeting of the Board of Directors of said corporation, duly held at 11:00 A.M. on August 19, 1957, 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, the present corporate name of this corporation, "FRIDEN CALCULATING MACHINE CO., INC.," has proven cumbersome in practice and is, moreover, by reason of the expanded and diverse activities of this corporation, no longer accurately descriptive of this corporation's business and activities; and

WHEREAS, it is accordingly deemed to be to the advantage, benefit, and best interests of this corporation, and all persons interested therein, that this corporation's Articles of Incorporation be appropriately amended so as to change the corporate name of this corporation to "FRIDEN, INC.,"

NOW, THEREFORE, BE IT RESOLVED that Article First of the Articles of Incorporation of this corporation be amended to read as follows:

"FIRST: That the name of said corporation shall be

'FRIDEN, INC.'"

and

BE IT FURTHER RESOLVED that this Board of Directors of this corporation hereby adopts and approves said amendment of its Articles of Incorporation; and

ENDORSED BE IT FURTHER RESOLVED:

FILED

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

NOV 21 1957

FRANK M. JORDAN, Secretary of State

By RALPH R. MARTIG
Deputy

(1) that the officers of this corporation, and each of them, be, and they are hereby, authorized and directed to procure the adoption and approval of the foregoing amendment by the vote



of shareholders of this corporation holding at least a majority of the voting power, at a special meeting of the shareholders of this corporation to be called by them for such purpose;

- (2) that thereafter the President or any Vice President, and the Secretary or any Assistant Secretary, of this corporation be, and they are hereby, authorized and directed to sign and verify by their oaths and to file a certificate in the form and manner required by the California Corporations Code evidencing the fact of such amendment of the Articles of Incorporation of this corporation; and
- (3) that, in general, the officers of this corporation, and each of them, be, and they are hereby, authorized and directed to do any and all things necessary or by them deemed desirable to effectuate said amendment of the Articles of Incorporation of this corporation and implement said change in corporate name, including, but without being limited to, the filing of appropriate proxy statements and the solicitation of proxies in connection with such special meeting of the shareholders of this corporation.

2. At a special meeting of the stockholders of said corporation, duly held at its principal office for the transaction of business, at San Leandro, California, at 10:00 o'clock A.M. on November 18, 1957, the following resolution was duly adopted:

WHEREAS, the Board of Directors of this corporation at a special meeting duly held on August 19, 1957, at the principal office of this corporation located in San Leandro, California, adopted and approved by resolution of said Board an amendment of the Articles of Incorporation of this corporation amending Article First of said Articles to read as follows:

"FIRST: That the name of said corporation shall be

'FRIDEN, INC.'

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 First 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 1,020,882 shares; and the foregoing amendment was adopted and approved at said stockholders' meeting by the total vote of 939,550 shares.

IN WITNESS WHEREOF, the undersigned have executed this certificate of amendment this 18th day of November, 1957.

P. R. SAMWELL
P. R. Samwell, Vice President of
Friden Calculating Machine Co., Inc.

H. M. BILLINGS
H. M. Billings, Secretary of
Friden Calculating Machine Co., Inc.

STATE OF CALIFORNIA }
COUNTY OF ALAMEDA } SS

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 were, the Vice President and Secretary, respectively, of FRIDEN CALCULATING MACHINE CO., 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 18 day of November, 1957.

VICTOR C. BERDS
Notary Public in and for the County of
Alameda, State of California

My Commission Expires: 4-2-59

(NOTARIAL SEAL)