

# Commonwealth of Kentucky

OFFICE OF  
SECRETARY OF STATE

BREMER EHRLER  
*Secretary*



FRANKFORT,  
KENTUCKY

## CERTIFICATE OF AUTHORITY OF

CORPORATION SERVICE COMPANY

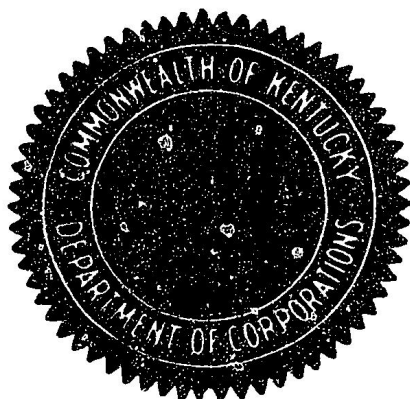
*I, BREMER EHRLER, Secretary of State of the Commonwealth of Kentucky, do hereby certify that duplicate originals of an application of*

CORPORATION SERVICE COMPANY

*for a Certificate of Authority to transact business in this Commonwealth, duly signed and verified pursuant to the provisions of Kentucky Revised Statutes Chapter 271A have been received in this office and comply to said statutes.*

*Accordingly, as Secretary of State and by virtue of the authority vested in me by law, I do hereby issue this Certificate of Authority to transact business in this Commonwealth under the name of*

CSC-LAWYERS INCORPORATING SERVICE COMPANY



Witness my official signature and seal of office this 19th  
day of SEPTEMBER, 1988, at Frankfort, Kentucky.

*Bremer Ehler*  
SECRETARY OF STATE

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

# Commonwealth of Kentucky

## OFFICE OF SECRETARY OF STATE

**DREXELL R. DAVIS**  
Secretary



FRANKFORT, KENTUCKY  
ORIGINAL COPY FILED  
SECRETARY OF STATE OF KENTUCKY  
FRANKFORT, KENTUCKY

\$90.00  
SEP 19 1988  
IS CK.  
Brewer Ehler  
SECRETARY OF STATE

### APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Chapter 271A of the Kentucky Revised Statutes, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the state of Kentucky and for that purpose submits the following statement:

- First: Name of Corporation Corporation Service Company
- Second: The name to be used in the state of Kentucky CSC-LAWYERS INCORPORATING SERVICE COMPANY
- Third: State or country of incorporation Delaware
- Fourth: Date of incorporation April 17, 1920  
and duration of incorporation perpetual
- Fifth: Address of principal office in the state or country of incorporation 1013 Centre Road, Wilmington, Delaware, 19805
- Sixth: Address of proposed registered office in Kentucky 828 Lane Allen Road, #F-4, Lexington, Kentucky, 40504  
and name of registered agent in Kentucky at the same address Richard McNally
- Seventh: The purpose or purposes which said corporation intends to transact business in the state of Kentucky  
To act as agent for and to represent domestic and foreign corporations;  
and especially to act as agent upon whom process and all notices may be  
served;
- Eighth: The names and addresses of all the corporate directors and officers are as follows. Attach separate sheet if more space is needed.

NAME	OFFICE	ADDRESS
Daniel R. Butler, President,		1013 Centre Road, Wilmington, Delaware, 19805
Carolyn E. McKown, Vice President,		1013 Centre Road, Wilmington, Delaware, 19805
Lena Panariello, Sec/Treas.,		1013 Centre Road, Wilmington, Delaware, 19805
Daniel R. Butler, Director,		1013 Centre Road, Wilmington, Delaware, 19805
Lalor Burdick, Director,		1013 Centre Road, Wilmington, Delaware, 19805
Hunter Marvel, Director,		1013 Centre Road, Wilmington, Delaware, 19805
Rodman Ward, Jr., Esquire, Director,		1013 Centre Road, Wilmington, Delaware, 19805
F. Michael Donohue, Jr., Director,		1013 Centre Road, Wilmington, Delaware, 19805

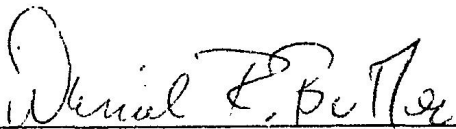


RESOLUTION  
CORPORATION SERVICE COMPANY

I, Daniel R. Butler, President of Corporation Service Company, do hereby certify that the following resolution has been adopted by the Board of Directors of Corporation Service Company.

RESOLVED that the President of Corporation Service Company be and hereby is authorized to submit for approval by the Secretary of State of Kentucky, an Application for Certificate of Authority to transact business in the State of Kentucky under the name CSC-Lawyers Incorporating Service.

IN WITNESS WHEREOF, I have set my hand this 16<sup>th</sup>  
day of September, 1988.

  
\_\_\_\_\_  
Daniel R. Butler

# CSC

## Corporation Service Company

Mail to: P.O. Box 591, Wilmington, Delaware 19899  
Street address: 1013 Centre Road, Wilmington, Delaware 19805

(800) 441-9975 • (302) 998-0595  
Telecopier: (302) 998-7078

September 16, 1988

Kentucky Lenders  
Attn: Dick or Ann  
828 Lane Allen Road, #F-4  
Lexington, KY 40504

Re: CORPORATION SERVICE COMPANY

Dear Dick:

Enclosed please find a Resolution by the Board of Directors of Corporation Service adopting the fictitious name of CSC-Lawyers Incorporating Service for use in the State of Kentucky. Please attach this resolution to the application for authority and file with the Secretary of State as soon as possible. Please obtain one certified copy of the filed application and return to our office by regular mail.

Thanks.

Please call if you have any questions.

Very truly yours,



Lisa A. Geldof

lag

Enclosure

FEDERAL EXPRESS



## Corporation Service Company

Mail to: P.O. Box 591, Wilmington, Delaware 19899  
Street address: 1013 Centre Road, Wilmington, Delaware 19805

(800) 441-9975 • (302) 998-0595  
Telecopier: (302) 998-7078

August 31, 1988

Kentucky Lenders  
Attn: Dick  
828 Lane Allen Road, #F-4  
Lexington, KY 40504

Re: CORPORATION SERVICE COMPANY

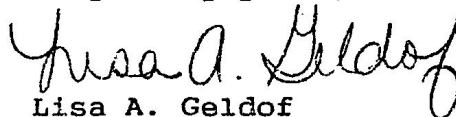
Dear Dick:

In order to qualify the above named corporation in the State of Kentucky, we are enclosing the following:

1. Application for Certificate of Authority, in duplicate.
2. One certified copy of all charter documents on file with the state of incorporation.
3. Please advance the \$90 filing fee.

Please proceed to file the enclosed documents on an expedited basis with the Secretary of State and return one filed copy Federal Express to our office. Please contact us if you have any questions or problems with the enclosed documents. Thank you.

Very truly yours,

  
Lisa A. Geldof

lag

Enclosures

FEDERAL EXPRESS

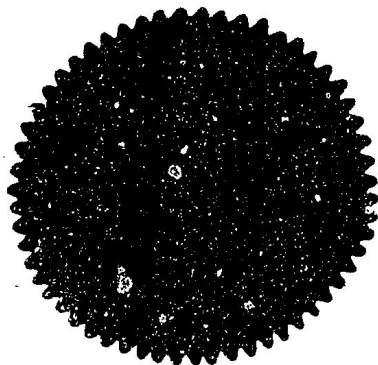


# State of DELAWARE

Office of SECRETARY OF STATE

*I, Michael Harkins, 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 Change of Location of Principal Office of the companies represented  
by "CORPORATION SERVICE COMPANY", as it applies to "CORPORATION SERVICE COMPANY",  
as received and filed in this office the twenty-fourth day of June, A.D. 1926, at  
1 o'clock P.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* eighty-eight.



*Michael Harkins*  
\_\_\_\_\_  
Michael Harkins, Secretary of State



# State of DELAWARE

## Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware  
do hereby certify that the attached is a true and correct copy of  
Certificate of Incorporation  
filed in this office on April 17, 1920



*Michael Harkins*  
Michael Harkins, Secretary of State

BY: *M. L. Miles*

DATE: September 1, 1988

CERTIFICATE OF INCORPORATION

of

CORPORATION SERVICE COMPANY.

FIRST. The name of this corporation is CORPORATION SERVICE COMPANY.

SECOND. Its principal office in the State of Delaware is to be located at 901 Market Street, in the city of Wilmington, County of New Castle, and the name and address of its resident agent is CORPORATION SERVICE COMPANY, 901 Market Street, Wilmington, Delaware.

THIRD. The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all of the things herein mentioned, as fully and to the same extent as natural persons might or could, viz:

To act as agent for and to represent in Delaware and elsewhere, domestic and foreign corporations, and especially to act as the agent upon whom process against all such corporations and all notices, official or otherwise, may be served.

For and in behalf of foreign or domestic companies,

00002

or associations of individuals, to apply for, to obtain and procure to be issued by the Secretary of State of the State of Delaware, or other proper official or officials, in accordance with law, certificate or certificates of incorporation, certificate or certificates of increase or reduction of capital stock of corporations, certificate or certificates of dissolution of corporations and all the certificates and things that are or may be required by the laws of the State of Delaware.

for and in behalf of foreign corporations to apply for, to obtain and procure to be issued by the Secretary of State of the State of Delaware, or other proper official or officials, in accordance with law, certificate or certificates authorizing such foreign corporations to transact business in the State of Delaware or elsewhere, and to act as the duly accredited agent in Delaware and elsewhere of such foreign corporations.

To provide, to keep and maintain for and in behalf of and as the agent of corporations, both domestic and foreign, whether organized under the laws of the State of Delaware or otherwise, offices, principal or otherwise and therein to keep transfer or other books and documents, records and property of every sort and kind of such corporations, for all purposes, including the transfer of stock.



And for the aforesaid or any other purposes this corporation shall have full power and authority, the same as a natural person, being an actual resident in the State of Delaware, or elsewhere, to act as agent of and to represent in Delaware and elsewhere foreign and domestic corporations, and as such agent and in behalf of all such corporations to do each and everything which is now or may be permitted or required by law.

To promote, act as fiscal agent for and to organize, re-organize, merge, consolidate, dissolve or otherwise assist and afford facilities for any company or companies organized or to be organized under the laws of the State of Delaware or elsewhere, and to act as agent, trustee or in any capacity for and in behalf of such corporation or corporations.

To act as the fiscal or transfer agent of any State, municipality, body politic or corporate or corporation and in such capacity to receive and disburse money and to transfer, register and countersign certificates of stock, receipts, bonds or other evidences of indebtedness.

To act as trustee for the holders of, or otherwise in relation to, any bonds, stock certificates or adventures issued or to be issued by any corporation.

To act as trustee under any mortgage or bond issued by any municipality, body politic, corporation, person or association and accept and execute any other municipal or cor-

60004

perute trust not inconsistent with law.

Generally to undertake and execute any trusts, the undertaking whereof may seem calculated, directly or indirectly to benefit this corporation.

To act as the registrar of stocks, bonds, certificates and debentures and transfer agents thereof for corporations and others.

To purchase, or otherwise acquire, to hold, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of and to guarantee, underwrite, register and transfer bonds, mortgages, debentures, obligations or shares of the capital stock of any corporation and to exercise, while the owner or trustee thereof, all the rights, powers and privileges, including the right to vote thereon, which natural persons, being the owners of such stock and property, might, could or would exercise.

To procure this corporation to be registered or recognized and to carry on its operations and business and to have and to maintain one or more offices and to hold, purchase, mortgage and convey, real and personal property out of the State of Delaware and in any State or Territory of the United States and in any foreign country or place or in pursuance of the requirements of the laws of any State or Territory, country or government.

0005

To do all and everything; necessary, suitable or proper for the accomplishment of any of the purposes or attainment of any of the objects hereinbefore enumerated or which shall at the time appear conducive or expedient for the protection or benefit of the company, and in general, to engage in any and all lawful business whatever and wherever necessary or convenient.

To purchase, take, own, hold, deal in, mortgage or otherwise lien and to lease, sell, exchange, transfer or in any manner whatever dispose of real property, wherever situated.

To purchase or otherwise acquire and to hold, own, mortgage, pledge, sell, transfer or in any manner dispose of and to deal and trade in goods, wares, merchandise and personal property of any and every class and description and wherever situated.

To acquire the good will, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of this company, bonds or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

C0006

To enter into, make and perform contracts of every kind for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, town, city, county, state, territory or government.

To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

To issue bonds, debentures or obligations and to secure the same by mortgage, pledge, deed of trust or otherwise.

To purchase, hold and re-issue the shares of its capital stock.

To carry on any or all of its operations and business and to promote its objects within the state of Delaware or elsewhere, without restrictions as to place or amount.

To carry on any other business in connection therewith.

To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees or otherwise, alone or in company with others.

FOURTH. The amount of the total authorized capital stock of this corporation is One Thousand One Hundred (1100)

C0007

shares of which amount One hundred (100) shares of the par value of One hundred dollars (\$100.00) each, amounting to Ten thousand dollars (\$10,000) shall be preferred stock and One Thousand (1,000) shares which shall be without nominal or par value, shall be common stock.

Said preferred stock shall be divided into two classes known as Class A Preferred Stock and Class B Preferred Stock.

Said preferred stock shall entitle the holder thereof to receive out of the net earnings, and the company shall be bound to pay a fixed cumulative dividend at the rate of six per centum, (6%) per annum, payable quarterly, before any dividends shall be set apart or paid on the common stock. After dividends on the preferred stock for any quarter as well as all previous accumulated dividends have been paid or not made the directors may in their discretion declare and pay dividends on the common stock for such quarter to the amount of all or any part of the entire remaining net profits and accumulated surplus of the corporation without providing for future dividends on the preferred stock.

The holders of preferred stock shall, in case of liquidation or dissolution of the company, be entitled to be paid in full both the principal of their shares and the accrued dividends charged before any amount shall be paid to the holders of the common stock.

EC008

The holders of common stock shall not by reason of their holdings thereof, be entitled to vote at meetings of stockholders, reserving power in all matters being voted in the holders of the preferred stock exclusively as hereinafter provided, that is to say: The Board of Directors shall consist of four persons, divided into two classes of two directors each known as Class A Directors and Class B Directors. Class A Directors shall be elected by the holders of Class A Preferred Stock and Class B Directors by the holders of Class B Preferred Stock and no Class A Preferred Stock shall vote in the election of Class B Directors nor Class B Preferred Stock in the election of Class A Directors. Any vacancies in either of the two classes of directors shall be filled by the choice of the remaining director in that class and the person so chosen shall hold office for the unexpired term and until his successor is elected by the vote of the appropriate class of Preferred Stock at the next annual meeting.

In case both directorships of any one Class become vacant, a meeting of the preferred stockholders of the corresponding class shall be called as soon as may be, by vote of which meeting said vacancies shall be filled, the directors so elected to hold office for the unexpired term and until their successors shall be elected by the vote of the appropriate class of Preferred Stock at the next annual meeting.

00009



In all other matters, except as above stated, both classes of Preferred stock shall vote alike share for share.

The common stock of this corporation may be issued from time to time for such consideration as may be fixed from time to time by the board of directors.

The number of shares with which it will commence business is Ten (10) shares of Preferred Stock, five being of Class A and five of Class B.

FIFTH. The name and place of residence of each of the original subscribers to the capital stock and the number of shares subscribed for by each are as follows:

NAME	RESIDENCE	NUMBER OF SHARES Preferred
William D. O'Zeele	Wilmington, Delaware	5 Class A
Geo. C. Stogler	Wilmington, Delaware	3 Class B
H. M. Aberle	Wilmington, Delaware	2 Class B

SIXTH. This corporation is to have perpetual existence.

SEVENTH. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

EIGHTH. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the board of directors is expressly authorized:-

00010



To make and alter the by-laws;

To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation;

If the by-laws so provide or by resolution passed by majority of the whole board, to designate two or more of their number to constitute an executive committee, each of whom shall be chosen from each class of directors, which committee shall for the time being, as provided in said resolution or in the by-laws of this corporation, have and exercise any or all of the powers of the board of directors, in the management of the business and affairs of this corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it;

From time to time to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of this corporation or any of them other than the stock ledger, shall be open to the inspection of the stockholders; and no stockholder shall have any right to inspect any account or book or document of the corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

If the by-laws so provide, the stockholders and directors shall have power to hold their meetings, to have an office or offices and to keep the books of this corporation

00011

(subject to the provisions of the statute) outside of the State of Delaware at such places as may from time to time be designated by them.

This corporation may in its by-laws confer powers additional to the foregoing upon the directors, in addition to the powers and authorities expressly conferred upon them by law.

The objects specified herein shall, except where otherwise expressed, be in no way limited nor restricted by reference to or inference from the terms of any other clause or paragraph of this certificate of incorporation. The objects, purposes and powers specified in each of the clauses or paragraphs in this certificate of incorporation shall be regarded as independent objects, purposes and powers.

The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the laws of the State of Delaware.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by law, and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

00612

WE, THE UNDERSIGNED, being all of the original subscribers to the capital stock, for the purpose of forming a corporation, in pursuance of an Act of the Legislature of the State of Delaware, entitled "AN ACT PROVIDING A GENERAL CORPORATION LAW," (approved March 10, 1899) and the acts amendatory thereof and supplemental thereto, do make and file this certificate of incorporation hereby declaring and certifying that the facts herein stated are true and do respectively agree to take, at a price per share to be fixed by the board of directors, the number of shares of stock heretofore set forth, waiving all requirements of the statutes of the State of Delaware relating to notice of assessments on the stock hereby subscribed, and severally hereunto have set our respective hands and seals this sixteenth day of April, A. D. 1930.

William G. O'Keefe (SEAL)  
Robert H. O'Keefe (SEAL)  
E. F. O'Keefe (SEAL)

In the presence of

Edmund S. O'Keefe

C0013

STATE OF DELAWARE  
COUNTY OF NEW CASTLE

} ss.

BE IT REMEMBERED, that on this sixteenth day of  
April, A. D. 1910, personally appeared before me, the sub-  
scriber, a notary public for the State of Delaware

William P. O'Keefe  
Geo. C. Stiegler  
E. E. Abarno

parties to the foregoing certificate of incorporation, known  
to me personally to be such and severally acknowledged that  
they signed, sealed and delivered the same as their several  
voluntary act and deed and that the facts therein stated  
were truly set forth.

GIVEN under my hand and seal of office the day and  
year aforesaid.

Edmund J. McCarty  
Notary Public.



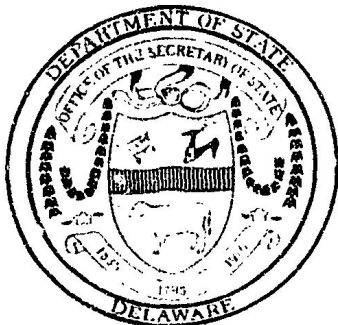
00614



# State of DELAWARE

## Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
~~CERTIFICATE~~ Restated Certificate of Incorporation  
filed in this office on June 24, 1969



*Michael Harkins*  
\_\_\_\_\_  
Michael Harkins, Secretary of State

BY: \_\_\_\_\_

DATE: September 1, 1988

**RESTATED CERTIFICATE OF INCORPORATION**  
**OF**  
**CORPORATION SERVICE COMPANY**

-----  
Under Section 245  
of the  
Delaware General Corporation Law  
-----

Pursuant to Section 245 of the General Corporation Law  
the undersigned hereby certify:

**FIRST:** That the name of the corporation is **CORPORATION  
SERVICE COMPANY**.

**SECOND.** That the Certificate of Incorporation of the  
corporation was filed by the Secretary of State, Dover, Delaware,  
on the 17th day of April, 1920.

**THIRD:** That the text of the Certificate of Incorporation  
of said **CORPORATION SERVICE COMPANY**, as amended is hereby restated  
without further amendment or change, to read as follows:

**CERTIFICATE OF INCORPORATION**  
**OF**  
**CORPORATION SERVICE COMPANY**

**FIRST:** The name of this corporation is **CORPORATION  
SERVICE COMPANY**.

**SECOND:** Its registered office in the State of Delaware  
is to be located at 900 Market Street, in the city of Wilmington,  
County of New Castle, and the name and address of its registered  
agent is **CORPORATION SERVICE COMPANY, 900 Market Street, Wilm-  
ington, Delaware.**

**THIRD:** The nature of the \_\_\_\_\_ and the objects  
and purposes proposed to be transacted, \_\_\_\_\_, promoted and carried  
on, are to do any or all of the things herein mentioned, as  
fully and to the same extent as natural persons might or could  
do, viz:

To act as agent for and to represent in Delaware  
and elsewhere, domestic and foreign corporations, and es-  
pecially to act as the agent upon whom process against all  
such corporations and all notices, official or otherwise,  
may be served.

For and in behalf of foreign or domestic companies,  
or associations of individuals, to apply for, to obtain and  
procure to be issued by the Secretary of State of the State

00063

of Delaware, or other proper official or officials, in accordance with law, certificate or certificates of incorporation, certificate or certificates of increase or reduction of capital stock of corporations, certificate or certificates of dissolution of corporations and all the certificates and things that are or may be required by the laws of the State of Delaware.

For and in behalf of foreign corporations to apply for, to obtain and procure to be issued by the Secretary of State of the State of Delaware, or other proper official or officials, in accordance with law, certificate or certificates authorizing such foreign corporations to transact business in the State of Delaware or elsewhere, and to act as the duly accredited agent in Delaware and elsewhere of such foreign corporations.

To provide, to keep and maintain for and in behalf of and as the agent of corporations, both domestic and foreign, whether organized under the laws of the State of Delaware or otherwise, offices, principal or otherwise and therein to keep books and documents, records and property of every sort and kind of such corporations.

An for the aforesaid or any other purposes this corporation shall have full power and authority, the same as a natural person, being an actual resident in the State of Delaware, or elsewhere, to act as agent of and to represent in Delaware and elsewhere foreign and domestic corporations, and as such agent and in behalf of all such corporations to do each and everything which is now or may be permitted or required by law.

To procure this corporation to be registered or recognized and to carry on its operations and business and to have and to maintain one or more offices and to hold, purchase, mortgage and convey, real and personal property out of the State of Delaware and in any State or Territory of the United States and in any foreign country or place or in pursuance of the requirements of the laws of any State or Territory, country or government.

To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or attainment of any of the objects hereinbefore enumerated or which shall at the time appear conducive or expedient for the protection or benefit of the company, and in general, to engage in any and all lawful business whatever and wherever necessary or convenient.

To purchase, take, own, hold, deal in, mortgage or otherwise lien and to lease, sell, exchange, transfer or in any manner whatever dispose of real property, wherever situated.

To purchase or otherwise acquire and to hold, own, mortgage, pledge, sell, transfer or in any manner dispose of and to deal and trade in goods, wares, merchandise and personal property of any and every class and description and wherever situated.

To acquire the goodwill, rights, and property and to undertake the whole or any part of the assets and liabilities, of any person, firm, association or corporation; to pay for the same in cash, the stock of this company, bonds or other-



wise; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To enter into, make and perform contracts of every kind for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, town, city, county, state, territory or government.

To draw, make, accept, endorse, discount, execute, and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

To issue bonds, debentures or obligations and to secure the same by mortgage, pledge, deed of trust or otherwise.

To purchase, hold and re-issue the shares of its capital stock.

To carry on any or all of its operations and business and to promote its objects within the State of Delaware or elsewhere, without restriction as to place or amount.

To carry on any other business in connection therewith.

To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees or otherwise, alone or in company with others.

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The amount of the total authorized capital stock of this corporation is One Thousand One Hundred (1100) shares of which amount One Hundred (100) shares of the par value of One Hundred Dollars (\$100.00) each, amounting to Ten Thousand Dollars (\$10,000.00) shall be preferred stock and One Thousand (1,000) shares which shall be without nominal or par value, shall be common stock.

Said preferred stock shall be divided into two classes known as Class A Preferred Stock and Class B Preferred Stock.

Said preferred stock shall entitle the holder thereof to receive out of the net earnings, and the company shall be bound to pay a fixed cumulative dividend at the rate of six per centum, (6%) per annum, payable quarterly, before any dividends shall be set apart or paid on the common stock. After dividends on the preferred stock for any quarter as well as all previous accumulated dividends have been paid or set aside the directors may in their discretion declare and pay dividends on the common stock for such quarter to the amount of all or any part of the entire remaining net profits and accumulated surplus of the corporation without providing for future dividends on the preferred stock.

The holders of preferred stock shall, in case of liquidation or dissolution of the company, be entitled to be paid in full both the principal of their shares and the accrued dividends charged before any amount shall be paid to the holders of the common stock.

The holders of common stock shall not by reason of their holdings thereof, be entitled to vote at meetings of stockholders, the voting power in all matters being vested in the holders of the preferred stock exclusively as hereinafter provided that is to say: The Board of Directors shall consist of four persons, dividend into two classes of two directors each known as Class A Directors and Class B Directors. Class A Directors shall be elected by the holders of Class A Preferred Stock and Class B Directors by the holders of Class B Preferred Stock and no Class A Preferred Stock shall vote in the election of Class B Directors nor Class B Preferred Stock in the election of Class A Directors. Any vacancies in either of the two classes of directors shall be filled by the choice of the remaining director in that class and the person so chosen shall hold office for the unexpired term and until his successor is elected by the vote of the appropriate class of Preferred Stock at the next annual meeting.

In case both directorships of any one Class become vacant, a meeting of the preferred stockholders of the corresponding class shall be called as soon as may be, by vote of which meeting said vacancies shall be filled, the directors so elected to hold office for the unexpired term and until their successors shall be elected by the vote of the appropriate class of Preferred Stock at the next annual meeting.

In all other matters, except as above stated, both classes of Preferred Stock shall vote alike share for share.

The common stock of this corporation may be issued from time to time for such consideration as may be fixed from time to time by the board of directors.

The number of shares with which it will commence business is Ten (10) shares of Preferred Stock, five being of Class A and Five of Class B.

FIFTH: The name and mailing address of each of the original subscribers to the capital stock and the number of shares subscribed for by each are as follows:

NAME	MAILING ADDRESS	NUMBER OF SHARES Preferred
WILLIAM F. O'KEEFE	WILMINGTON, DELAWARE	5 Class A
GEO. G. STIEGLER	WILMINGTON, DELAWARE	3 Class B
E. E. ABERLE	WILMINGTON, DELAWARE	2 Class B

SIXTH: This corporation is to have perpetual existence.

SEVENTH. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

EIGHTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the board of directors is expressly authorized:

To make and alter the by-laws;

To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation;

00066

If the by-laws so provide or by resolution passed by majority of the whole board, to designate two of their number to constitute an executive committee, one of whom shall be chosen from each class of directors, which committee shall for the time being, as provided in said resolution or in the by-laws of this corporation, have and exercise any or all of the powers of the board of directors, in the management of the business and affairs of this corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it;

From time to time to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of this corporation or any of them other than the stock ledger, shall be open to the inspection of the stockholders; and no stockholder shall have any right to inspect any account or book or document of the corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

If the by-laws so provide, the stockholders and directors shall have power to hold their meetings, to have an office or offices and to keep the books of this corporation (subject to the provisions of the statute) outside of the State of Delaware at such places as may from time to time be designated by them.

This corporation may in its by-laws confer powers additional to the foregoing upon the directors, in addition to the powers and authorities expressly conferred upon them by law.

The objects specified herein shall, except where otherwise expressed, be in no way limited nor restricted by reference to or inference from the terms of any other clause or paragraph of this certificate of incorporation. The objects, purposes and powers specified in each of the clauses or paragraphs in this certificate of incorporation shall be regarded as independent objects, purposes and powers.

The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the laws of the State of Delaware.

This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by law, and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

FOURTH: That the restatement of the Certificate of Incorporation is authorized by the unanimous consent of directors, pursuant to Section 141 (f) of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, we have signed this certificate  
and caused the corporate seal of the corporation to be hereunto  
affixed this 24th day of June, A. D. 1960.

CORPORATION SERVICE COMPANY

*James M. Winfield*  
James M. Winfield, President

*Rodman Ward, Jr.*  
Rodman Ward, Jr., Secretary



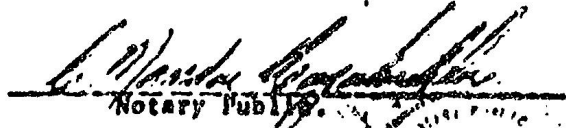

00068

STATE OF DELAWARE )

COUNTY OF NEW CASTLE ) SS.

WH IT REMEMBERED, that on this 24th day of June, A. D. 1959, personally came before me a Notary Public in and for the County and State aforesaid, JAMES M. WINFIELD, President, of 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 JAMES M. WINFIELD, as such President, duly executed the said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation and the facts stated therein are true; that the signature of the Secretary of said corporation to said foregoing certificate is in the handwriting of the said Secretary of said corporation 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.

  
Notary Public.  


00069

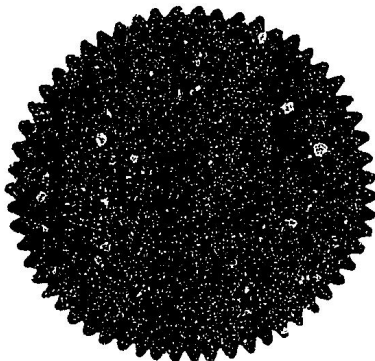


# State of DELAWARE

Office of SECRETARY OF STATE

*I, Michael Harkins, 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 Change of Location of Registered Office of the companies represented  
by "Corporation Service Company", as it applies to "Corporation Service Company",  
as received and filed in this office the seventeenth day of June, A.D. 1970, at  
9 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* eighty-eight.



*Michael Harkins*  
\_\_\_\_\_  
Michael Harkins, Secretary of State



CERTIFICATE OF CHANGE OF LOCATION OF OFFICE  
OF  
CORPORATION SERVICE COMPANY  
(A Delaware Corporation)

---

CORPORATION SERVICE COMPANY, a Delaware corporation, by its President and Secretary, hereby certifies that the address of said corporation has been changed from 900 Market Street, Delaware Trust Building, in the City of Wilmington, County of New Castle, State of Delaware to 1314 King Street, City of Wilmington, County of New Castle, State of Delaware.

IT IS FURTHER CERTIFIED, that the said CORPORATION SERVICE COMPANY is the Registered Agent for the following named corporations, the registered office for each of said corporations having been at 900 Market Street, Delaware Trust Building, City of Wilmington, County of New Castle, State of Delaware, and it is further certified that the new address at which the said CORPORATION SERVICE COMPANY will maintain the registered office for each of said corporations and to which such registered agency will be transferred on the fifteenth day of June, 1970, is 1314 King Street, City of Wilmington, County of New Castle, State of Delaware.



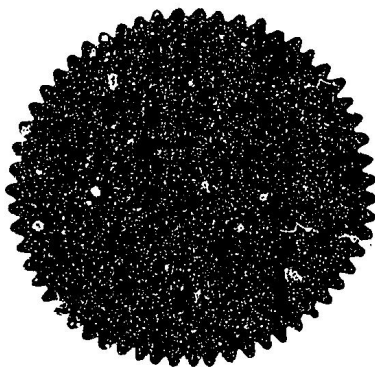


# State of DELAWARE

Office of SECRETARY OF STATE

*I, Michael Harkins, 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 Change of Location of Registered Office of the companies represented  
by "CORPORATION SERVICE COMPANY", as it applies to "CORPORATION SERVICE COMPANY",  
as received and filed in this office the twenty-seventh day of January, A.D. 1975,  
at 9 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* eighty-eight.



*Michael Harkins*  
\_\_\_\_\_  
Michael Harkins, Secretary of State

**CERTIFICATE OF CHANGE OF LOCATION OF OFFICE**

**OF**

**CORPORATION SERVICE COMPANY**

**( A Delaware Corporation )**

---

**CORPORATION SERVICE COMPANY, a Delaware Corporation,**  
by its Vice-President and Secretary, hereby certifies that the address  
of said corporation has been changed from 1314 King Street, in the City  
of Wilmington, County of New Castle, State of Delaware to 1105 North  
Market Street, City of Wilmington, County of New Castle, State of  
Delaware.

**IT IS FURTHER CERTIFIED, that the said CORPORATION**  
**SERVICE COMPANY is the Registered Agent for the following named**  
**corporations, the registered office for each of said corporations having**  
**been at 1314 King Street, City of Wilmington, County of New Castle,**  
**State of Delaware, and it is further certified that the new address at**  
**which the said CORPORATION SERVICE COMPANY will maintain the**  
**registered office for each of said corporations and to which such**  
**registered agency will be transferred on the twenty-seventh day of**  
**January, 1975, is 1105 North Market Street, City of Wilmington, County**  
**of New Castle, State of Delaware.**

**00145**

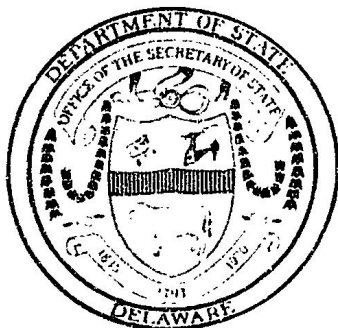


# State of DELAWARE



## Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of Amendment  
filed in this office on March 27, 1978



*Michael Harkins*  
Michael Harkins, Secretary of State

BY: *M. L. Miles*

DATE: September 1, 1988

CERTIFICATE OF AMENDMENT  
OF  
CORPORATION SERVICE COMPANY

---

CORPORATION SERVICE COMPANY, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, at a meeting duly convened and held, adopted the following resolution:

RESOLVED that the Board of Directors hereby declare, it advisable and in the best interest of the Company that the FIFTH AND SIXTH Paragraphs of ARTICLE FOURTH be amended to read as follows:

The holders of common stock shall not by reason of their holdings thereof, be entitled to vote at meetings of stockholders, the voting power in all matters being vested in the holders of the preferred stock exclusively as hereinafter provided, that is to say: The Board of Directors shall consist of six persons, divided into two classes of three directors each known as Class A Directors and Class B Directors. Class A Directors shall be elected by the holders of Class A Preferred Stock and Class B Directors by the holders of Class B Preferred Stock and no Class A Preferred Stock shall vote in the election of Class B Directors nor Class B Preferred Stock in the election of Class A Directors. Vacancies in either of the two classes of directors shall be filled by the choice of the remaining Directors (or if there are two vacancies, the remaining Director) in that class and the person or persons so chosen shall hold office for the unexpired term and until the election of Directors in that class by the appropriate class of Preferred Stock at the next annual meeting.

In case either 1) all directorships of any one Class become vacant, or 2) the two remaining directors in the class entitled to fill a vacancy cannot agree on a successor, a meeting of the Preferred Stockholders of the corresponding class shall be called as soon as may be, by vote of which meeting said vacancy or vacancies shall be filled, the Director or Directors so elected to hold office for the unexpired term and until a successor or successors shall be elected by the vote of the appropriate class of Preferred Stock at the next annual meeting.


SECOND: That the said amendment has been consented to and authorized by the holders of a majority of the issued and outstanding stock entitled to vote by a written consent given in accordance with the provisions of Section 229 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 243 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed by Daniel R. Butler, its President, and attested by Margaret B. Storey, its Secretary, this twenty-third day of March, A. D. 1978.

  
Daniel R. Butler, President

ATTESTED BY:

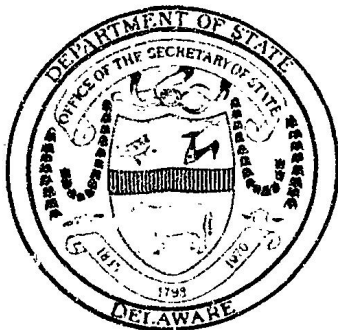
  
Margaret B. Storey, Secretary



# State of DELAWARE

## Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
~~Certificate of~~ Restated Certificate of Incorporation  
filed in this office on December 6, 1978



*Michael Harkins*  
Michael Harkins, Secretary of State

BY: *H. L. Miles*

DATE: September 1, 1988

RESTATED CERTIFICATE OF INCORPORATION

OF

CORPORATION SERVICE COMPANY

---

Under Section 242 and 243  
of the  
Delaware General Corporation Law

---

Pursuant to Section 243 of the General Corporation Law the undersigned hereby certify:

FIRST: That the name of the corporation is CORPORATION SERVICE COMPANY.

SECOND: That the Certificate of Incorporation of the corporation was filed by the Secretary of State, Dover, Delaware, on the 17th day of April, 1920.

THIRD: That at a meeting of the Board of Directors of Corporation Service Company resolutions were duly adopted setting forth amendments to the Certificate of Incorporation of said corporation, declaring said amendments to be advisable, incorporating such amendments in a Restated Certificate of Incorporation, and calling a meeting of the members of said corporation for consideration thereof. The Restated Certificate of Incorporation, including the amendments, is as follows:

CERTIFICATE OF INCORPORATION  
OF  
CORPORATION SERVICE COMPANY

FIRST: The name of this corporation is CORPORATION SERVICE COMPANY.

SECOND: Its registered office in the State of Delaware is to be located at 1105 North Market Street, in the City of Wilmington, County of New Castle, and the name and address of its registered agent is CORPORATION SERVICE COMPANY, 1105 North Market Street, City of Wilmington, County of New Castle, State of Delaware.

THIRD: The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any or all of the things herein mentioned

as fully and to the same extent as natural persons might or could do, viz:

To act as agent for and to represent in Delaware and elsewhere, domestic and foreign corporations, and especially to act as the agent upon whom process against all such corporations and all netices, official or otherwise, may be served.

For and in behalf of foreign or domestic companies, or associations of individuals, to apply for, to obtain and procure to be issued by the Secretary of State of the State of Delaware, or other proper official or officials, in accordance with law, certificate or certificates of incorporation, certificate or certificates of increase or reduction of capital stock of corporations, certificate or certificates of dissolution of corporations and all the certificates and things that are or may be required by the laws of the State of Delaware.

For and in behalf of foreign corporations to apply for, to obtain and procure to be issued by the Secretary of State of the State of Delaware, or other proper official or officials, in accordance with law, certificate or certificates authorizing such foreign corporations to transact business in the State of Delaware or elsewhere, and to act as the duly accredited agent in Delaware and elsewhere of such foreign corporations.

To provide, to keep and maintain for and in behalf of and as the agent of corporations, both domestic and foreign, whether organized under the laws of the State of Delaware or otherwise, offices, principal or otherwise and therein to keep books and documents, records and property of every sort and kind of such corporations.

And for the aforesaid or any other purposes this corporation shall have full power and authority, the same as a natural person, being an actual resident in the State of Delaware, or elsewhere, to act as agent of and to represent in Delaware and elsewhere foreign and domestic corporations, and as such agent and in behalf of all such corporations to do each and everything which is now or may be permitted or required by law.

To procure this corporation to be registered or recognized and to carry on its operations and business and to have and to maintain one or more offices and to hold, purchase, mortgage and convey, real and personal property out of the State of Delaware and in any State or Territory of the United States and in any foreign country or place or in pursuance of the requirements of the laws of any State or Territory, country or government.

To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or attainment of any of the objects hereinbefore enumerated or which shall at the time appear conducive or expedient for the protection or benefit of the company, and in general, to engage in any and all lawful business whatever and wherever necessary or convenient.

To purchase, take, own, hold, deal in, mortgage or otherwise lien and to lease, sell, exchange, convey, transfer or in any manner whatever dispose of real property, wherever situated.

To purchase or otherwise acquire and to hold, own, mortgage, pledge, sell, transfer or in any manner dispose of and to deal and trade in goods, wares, merchandise and personal property of any and every class and description and wherever situated.

To acquire the goodwill, rights, and property and to undertake the whole or any part of the assets and liabilities, of any person, firm, association or corporation; to pay for the same in cash, the stock of this company, bonds or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired and to



exercise all the powers necessary or convenient in and about the conduct and management of such business.

To enter into, make and perform contracts of every kind for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, town, city, county, state, territory, or government.

To draw, make, accept, endorse, discount, execute, and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

To issue bonds, debentures or obligations and to secure the same by mortgage, pledge, deed of trust or otherwise.

To purchase, hold and re-issue the shares of its capital stock.

To carry on any or all of its operations and business and to promote its objects within the State of Delaware or elsewhere, without restriction as to place or amount.

To carry on any other business in connection therewith.

To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees or otherwise, alone or in company with others.

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**FOURTH:** The total authorized capital stock of this corporation shall consist of Eighteen Hundred Fifty (1850) shares, of which Sixteen Hundred (1600) shares, without nominal or par value, shall be Common Stock; of which fifty (50) shares, having a par value of Fifty Dollars (\$50), shall be Class C Preferred Stock; of which fifty shares, having a par value of Fifty Dollars (\$50), shall be Class D Preferred Stock; of which fifty (50) shares, having a par value of Fifty Dollars (\$50), shall be Class E Preferred Stock; and of which One Hundred (100) shares, having a par value of Fifty Dollars (\$50), shall be Class F Preferred Stock.

Provisions of the Class C Preferred Stock:

(a) Designation - The Class C \$50 par value Preferred Stock shall be designated 'Corporation Service Company Class C Preferred Stock'.

(b) Redemption - Said shares of Class C Preferred Stock shall not be subject to redemption.

(c) Dividends - The holders of said shares of Preferred Stock shall not be entitled to any dividends except an annual dividend of Four Dollars (\$4.00) per share payable quarterly, which dividend shall be cumulative.

(d) Voting Rights - The holders of Class C Preferred Stock shall be entitled as a class to elect not more than three members of the Board of Directors. The holders of said stock shall have one vote for each share held.

(e) Liquidation - In the event of the liquidation of the corporation, the holders of said preferred stock shall be entitled to receive the sum of Fifty Dollars (\$50) per share, together with any dividends accrued thereon, prior to any distribution being made to the common stockholders or the holders of Class F Preferred Stock of the corporation.

**Provisions of the Class D Preferred Stock:**

(a) **Designation** - The Class D \$50 per value Preferred Stock shall be designated 'Corporation Service Company Class D Preferred Stock'.

(b) **Redemption** - Said shares of Class D Preferred Stock shall not be subject to redemption.

(c) **Dividends** - The holders of said shares of Preferred Stock shall not be entitled to any dividends except an annual dividend of Four Dollars (\$4.00) per share payable quarterly, which dividend shall be cumulative.

(d) **Voting Rights** - The holders of Class D Preferred Stock shall be entitled as a class to elect not more than three members of the Board of Directors. The holders of said stock shall have one vote for each share held.

(e) **Liquidation** - In the event of the liquidation of the corporation, the holders of said preferred stock shall be entitled to receive the sum of Fifty Dollars (\$50) per share, together with any dividends accrued thereon, prior to any distribution being made to the common stockholders or the holders of Class F Preferred Stock of the corporation.

**Provisions of the Class E Preferred Stock:**

(a) **Designation** - The Class E \$50 per value Preferred Stock shall be designated 'Corporation Service Company Class E Preferred Stock'.

(b) **Redemption** - Said shares of Class E Preferred Stock shall not be subject to redemption.

(c) **Dividends** - The holders of said shares of Preferred Stock shall not be entitled to any dividends except an annual dividend of Four Dollars (\$4.00) per share payable quarterly, which dividend shall be cumulative.

(d) **Voting Rights** - The holders of Class E Preferred Stock shall be entitled as a class to elect not more than three members of the Board of Directors. The holders of said stock shall have one vote for each share held.

(e) **Liquidation** - In the event of the liquidation of the corporation, the holders of said preferred stock shall be entitled to receive the sum of Fifty Dollars (\$50) per share, together with any dividends accrued thereon, prior to any distribution being made to the common stockholders or the holders of Class F Preferred Stock of the corporation.

Class C, Class D, and Class E Preferred Stockholders shall elect the same number of members of the Board of Directors for each such Class."

**Provisions of the Class F Preferred Stock:**

(a) **Designation** - The Class F \$50 per value Preferred Stock shall be designated 'Corporation Service Company Class F Preferred Stock'.

(b) **Redemption** - Said shares of preferred stock shall be subject to redemption from the date of issuance thereof and all or any part of said shares may be redeemed upon thirty (30) days notice to the stockholders of record at Five Hundred Fifty Dollars (\$550) per share. If less than all of said shares of said preferred stock then outstanding are redeemed, nevertheless the number of shares to be redeemed shall not be determined pro rata.

(c) Dividends - The holders of said shares of Class F Preferred Stock shall not be entitled to any dividends except an annual dividend of Forty-four Dollars (\$44) per share payable quarterly, which dividend shall be cumulative. Payment of dividends on the Class F Preferred Stock shall be subordinate to the payment of dividends on the Class C, Class D, and Class E Preferred Stock.

(d) Voting and Preemptive Rights - Each share of said Class F Preferred Stock shall not be entitled to vote and shall have no preemptive rights.

(e) Liquidation - In the event of the liquidation of the corporation, the holders of said Class F Preferred Stock shall be entitled to receive the sum of Five Hundred Fifty Dollars (\$550) per share, together with any dividends accrued thereon, prior to any distribution being made to the common stockholders of the corporation. The rights in liquidation of the holders of said Class E Preferred Stock nevertheless shall be subordinate to the rights of the holders of Class C, Class D, and Class E Preferred Stock in the event of liquidation.

(f) Conversion - The said Class F Preferred Stock, at any time after January 1, 1981, at the option of the respective holders thereof, shall be convertible at any time thereafter and from time to time share for share into fully paid and non-assessable shares of common stock, upon surrender to the Corporation of the certificates of Class F Preferred Stock so to be converted, duly assigned in blank for transfer.

#### Provisions of the Common Stock:

(a) Voting and Preemptive Rights - Each share of the common stock shall not be entitled to any vote and shall not be entitled to any preemptive rights with respect to any additional or future issue of said common stock.

(b) Dividends and Liquidation - The common stock shall receive dividends when, as and if declared by the Board of Directors of the corporation and from time to time only after the payment of all of the preferred stock cumulative dividends as hereinabove provided. In liquidation, the holders of the common stock shall receive in distribution all of the net assets of the corporation after the payment of all liabilities and the preferences accorded the preferred stock, as above provided.

The holders of common stock shall not, by reason of their holdings thereof, be entitled to vote at meetings of stockholders, the voting power in all matters being vested in the holders of the preferred stock exclusively as hereinafter provided, that is to say: The Board of Directors shall consist of not more than nine (9) persons, divided into three (3) classes of not more than three (3) directors each known as Class C directors, Class D directors, and Class E directors. Class C directors shall be elected by the holders of Class C Preferred Stock and Class D directors by the holders of Class D Preferred Stock and Class E directors by the holders of Class E Preferred Stock. No Class C Preferred Stock shall vote in the election of Class D or Class E directors. No Class D Preferred Stock shall vote in the election of Class C or Class E directors. No Class E Preferred Stock shall vote in the election of Class C directors or Class D directors. Any vacancies in any of the three classes of directors shall be filled by the choice of the remaining directors in that class and the person so chosen shall hold office for the unexpired term and until his successor is elected by the vote of the appropriate class of preferred stock at the next annual meeting.

In case all directorships of any one class become vacant, a meeting of the preferred stockholders of the corresponding class shall be called as soon as may be, by a vote of which meeting said vacancies shall be filled, the directors so elected to hold office for the unexpired term and until their successors shall be elected by the vote of the appropriate class of preferred stock at the next annual meeting.

No merger or consolidation of this corporation;

No liquidation or dissolution of this corporation or adoption of a plan or proposal thereof;

No sale, lease, exchange, mortgage, pledge, transfer or other disposition of all or substantially all of the property and/or assets of this corporation; and

00211

No issuance of any securities of any class of this corporation;

shall be authorized except upon a majority vote of the outstanding Class C Preferred Stock and upon a majority vote of the outstanding Class D Preferred Stock.

In all other matters, except as above stated, all classes of preferred stock shall vote alike share for share.

The common stock of this corporation may be issued from time to time for such consideration as may be fixed from time to time by the Board of Directors."

FIFTH: This corporation is to have perpetual existence.

SIXTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

SEVENTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the board of directors is expressly authorized:

To make and alter the by-laws;

To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation;

If the by-laws so provide or by resolution passed by majority of the whole board, to designate three of their number to constitute an executive committee, one of whom shall be chosen from each class of directors, which committee shall for the time being, as provided in said resolution or in the by-laws of this corporation, have and exercise any or all of the powers of the board of directors, in the management of the business and affairs of this corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it;

From time to time to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of this corporation or any of them other than the stock ledger, shall be open to the inspection of the stockholders; and no stockholder shall have any right to inspect any account or book or document of the corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

If the by-laws so provide, the stockholders and directors shall have power to hold their meetings, to have an office or offices and to keep the books of this corporation (subject to the provisions of the statute) outside of the State of Delaware at such places as may from time to time be designated by them.

This corporation may in its by-laws confer powers additional to the foregoing upon the directors, in addition to the powers and authorities expressly conferred upon them by law.

The objects specified herein shall, except where otherwise expressed, be in no way limited nor restricted by reference to or inference from the terms of any other clause or paragraph of this certificate of incorporation. The objects, purposes and powers specified in each of the clauses or paragraphs in this certificate of incorporation shall be regarded as independent objects, purposes and powers.

The foregoing shall be construed both as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this corporation by the laws of the State of Delaware.

This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by law, and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

FOURTH: That in connection with the foregoing resolution for the Restated Certificate of Incorporation of the Company, the following resolutions were adopted at said meeting of the Board of Directors:

"RESOLVED, that upon the foregoing amendment becoming effective, each holder of the Class A Preferred Stock and each holder of the Class B Preferred Stock of the corporation shall surrender his stock and shall be entitled to receive one share of Class C Preferred Stock and one share of Class F Preferred Stock for each share of Class A Preferred Stock surrendered and one share of Class D Preferred Stock and one share of Class F Preferred Stock for each share of Class B Preferred Stock surrendered.

"RESOLVED, that upon the written consent of the stockholders of this corporation to the foregoing amendments being obtained, the President and the Secretary of this corporation shall prepare and file with the Secretary of State for the State of Delaware a Restated Certificate of Incorporation required by the General Corporation Law of the State of Delaware setting forth the amendments hereby authorized."

FIFTH: That thereafter, pursuant to the resolution of the Board of Directors, the Secretary caused to be prepared and submitted to all of the stockholders of this corporation a written form of consent to the prepared Restated Certificate of Incorporation pursuant to the provisions of Section 228 of the General Corporation Law, which all stockholders executed.

SIXTH: That in the manner aforesaid the Restated Certificate of Incorporation was duly adopted in accordance with Sections 245, 242 and 228 of the General Corporation Law of the State of Delaware.

SEVENTH: The capital of said corporation will not be reduced under or by reason of the adoption of said Restated Certificate of Incorporation.

IN WITNESS WHEREOF, we have signed this certificate and caused the

corporate seal of the corporation to be hereunto affixed this 5<sup>th</sup> day of December  
A.D. 1976.

CORPORATION SERVICE COMPANY

*Daniel R. Butler*  
Daniel R. Butler, President.

Attest

*Margaret A. Storey*  
Margaret A. Storey, Secretary.

00214



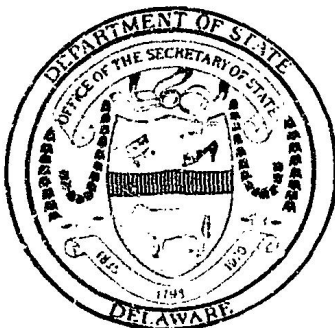


# State of DELAWARE



## Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of \_\_\_\_\_ Amendment \_\_\_\_\_  
filed in this office on January 31, 1980



*Michael Harkins*  
\_\_\_\_\_  
Michael Harkins, Secretary of State

BY: \_\_\_\_\_

DATE: September 1, 1988

**CERTIFICATE OF AMENDMENT  
OF  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
CORPORATION SERVICE COMPANY**

---

**CORPORATION SERVICE COMPANY**, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

**FIRST:** That the Board of Directors of said corporation, at a meeting duly convened and held, adopted the following resolution:

**RESOLVED**, that the Board of Directors of this corporation deems it desirable and advisable that the Restated Certificate of Incorporation of this corporation be amended by adding thereto a new Article Eighth to read as follows:

**EIGHTH:** The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his conduct was unlawful. The termination of any action, upon a plea of nolo contendere or equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

**SECOND:** That the said amendment has been consented to and authorized by the holders of a majority of the issued and outstanding stock entitled to vote by a written consent given in accordance with the provisions of Section 328 of the General Corporation Law of the State of Delaware.

**THIRD:** That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 and 228 of the General Corporation Law of the State of Delaware.



IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed by Daniel R. Butler, its President, and attested by L. Panariello, its Secretary, this 31st day of December, 1978.

  
Daniel R. Butler, President

ATTESTED BY:

  
Secretary - L. Panariello



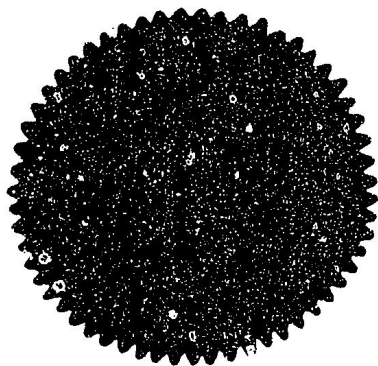
# State of DELAWARE

Office of SECRETARY OF STATE

*I, Michael Harkins, 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 Change of Location of Registered Office of the companies represented  
by "Corporation Service Company", as it applies to "Corporation Service Company", as  
received and filed in this office the twelfth day of December, A.D. 1980, at 9 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 eighty-eight.



*Michael Harkins*  
Michael Harkins, Secretary of State

**CERTIFICATE OF CHANGE OF LOCATION OF OFFICE  
OF  
CORPORATION SERVICE COMPANY  
(A Delaware Corporation)**

---

CORPORATION SERVICE COMPANY, a Delaware Corporation, by its President and Secretary, hereby certifies that the address of said corporation has been changed from 1105 North Market Street, in the City of Wilmington, County of New Castle, State of Delaware to 4305 Lancaster Pike, City of Wilmington, County of New Castle, State of Delaware.

IT IS FURTHER CERTIFIED, that the said CORPORATION SERVICE COMPANY is the Registered Agent for the following named corporations, the registered office for each of said corporations having been at 1105 North Market Street, City of Wilmington, County of New Castle, State of Delaware, and it is further certified that the new address at which the said CORPORATION SERVICE COMPANY will maintain the registered office for each of said corporations and to which such registered agency will be transferred on the first day of August, 1980, is 4305 Lancaster Pike, City of Wilmington, County of New Castle, State of Delaware.

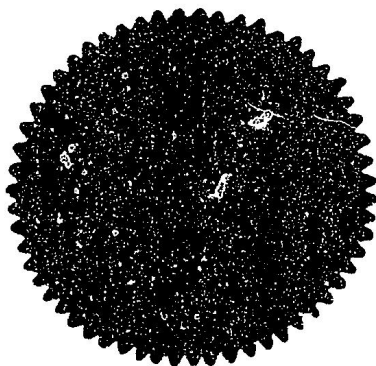


# State of DELAWARE

Office of SECRETARY OF STATE

*I, Michael Harkins, Secretary of State of the State of Delaware,*  
*do hereby certify* that the attached is a true and correct copy of Certificate of  
Change of Location of Registered Office of the companies represented by the "Corporation  
Service Company", filed in this office the twelfth day of December, A.D. 1986, at  
4:30 o'clock P.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* eighty-eight.



*Michael Harkins*  
\_\_\_\_\_  
Michael Harkins, Secretary of State

8603400000

CERTIFICATE OF CHANGE OF ADDRESS OF

REGISTERED OFFICE AND OF REGISTERED AGENT

PURSUANT TO SECTION 134 OF TITLE 8 OF THE DELAWARE CODE

FILED

TO: DEPARTMENT OF STATE  
Division of Corporations  
Townsend Building  
Federal Street  
Dover, Delaware 19903

DEC 12 1986

4:30 PM

*Cheryl H. Hinkle*  
SECRETARY OF STATE

Pursuant to the provisions of Section 134 of the Title 8 of the Delaware Code, the undersigned Agent for service of process, in order to change the address of the registered office of the corporations for which it is registered agent, hereby certifies that:

1. The name of the agent is: Corporation Service Company
2. The address of the old registered office was:  
4305 Lancaster Pike  
Wilmington, Delaware 19805
3. The address to which the registered office is to be changed is:  
1013 Centre Road  
Wilmington, Delaware 19805

The new address will be effective on December 12, 1986.

4. The names of the corporations represented by said agent are set forth on the list annexed to this certificate and made a part hereof by reference.

IN WITNESS WHEREOF, said agent has caused this certificate to be signed on its behalf by its Vice-President and General Manager and Secretary/Treasurer this 10th day of December, 1986.

CORPORATION SERVICE COMPANY  
(Name of Registered Agent)

By

*Carol E. Paul*  
(Vice-President & General Manager)

ATTEST:

*Lena J. Jaramila*  
(Secretary/Treasurer)

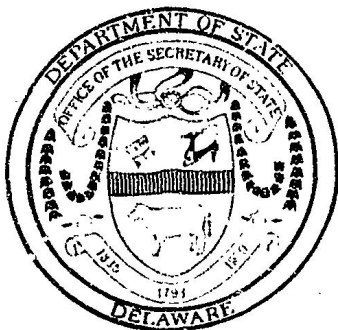


# State of DELAWARE



## Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of Amendment  
filed in this office on June 24, 1969



*Michael Harkins*  
Michael Harkins, Secretary of State

BY: *M. L. Miles*

DATE: September 1, 1988

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
CORPORATION SERVICE COMPANY

---

CORPORATION SERVICE COMPANY, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST . That the Board of Directors of said corporation, at a meeting duly convened and held, adopted the following resolution:

RESOLVED that the Board of Directors hereby declares it advisable and in the best interest of the Company that Article THIRD of the Certificate of Incorporation be amended to read as follows:

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

To act as agent for and to represent in Delaware and elsewhere, domestic and foreign corporations, and especially to act as the agent upon whom process against all such corporations and all notices, official or otherwise, may be served.

for and in behalf of foreign or domestic companies, or associations of individuals, to apply for, to obtain and procure to be issued by the Secretary of State of the State of Delaware, or other proper official or officials, in accordance with law, certificate or certificates of incorporation, certificate or certificates of increase or reduction of capital stock of corporations, certificate or certificates of dissolution of corporations and all the certificates and things that are or may be required by the laws of the State of Delaware.

for and in behalf of foreign corporations to apply for, to obtain and procure to be issued by the Secretary of State of the State of Delaware, or other proper official or officials, in accordance with law, certificate or certificates authorizing such foreign corporations to transact business in the State of Delaware or elsewhere, and to act as the duly accredited agent in Delaware and elsewhere of such foreign corporations.



To provide, to keep and maintain for and in behalf of and as the agent of corporations, both domestic and foreign, whether organized under the laws of the State of Delaware or otherwise, offices, principal or otherwise and therein to keep books and documents, records and property of every sort and kind of such corporations.

And for the aforesaid or any other purposes this corporation shall have full power and authority, the same as a natural person, being an actual resident in the State of Delaware, or elsewhere, to act as agent of and to represent in Delaware and elsewhere foreign and domestic corporations, and as such agent and in behalf of all such corporations to do each and everything which is now or may be permitted or required by law.

To procure this corporation to be registered or recognized and to carry on its operations and business and to have and to maintain one or more offices and to hold, purchase, mortgage and convey, real and personal property out of the State of Delaware and in any State or Territory of the United States and in any foreign country or place or in pursuance of the requirements of the laws of any State or Territory, country or government.

To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or attainment of any of the objects hereinbefore enumerated or which shall at the time appear conducive or expedient for the protection or benefit of the company, and in general, to engage in any and all lawful business whatever and wherever necessary or convenient.

To purchase, take, own, hold, deal in, mortgage or otherwise lien and to lease, sell, exchange, transfer or in any manner whatever dispose of real property, wherever situated.

To purchase or otherwise acquire and to hold, own, mortgage, pledge, sell, transfer or in any manner dispose of and to deal and trade in goods, wares, merchandise and personal property of any and every class and description and wherever situated.

To acquire the goodwill, rights, and property and to undertake the whole or any part of the assets and liabilities, of any person, firm, association or corporation; to pay for the same in cash, the stock of this company, bonds or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To enter into, make and perform contracts of every kind for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, town, city, county, state, territory or government.

To draw, make, accept, endorse, discount, execute, and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

To issue bonds, debentures or obligations and to secure the same by mortgage, pledge, deed of trust or otherwise.

To purchase, hold and re-issue the shares of its capital stock.

To carry on any or all of its operations and business and to promote its objects within the State of Delaware or elsewhere, without restriction as to place or amount.

To carry on any other business in connection therewith.

To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees or otherwise, alone or in company with others.

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

SECOND. That the said amendment has been consented to and authorized by the holders of all of the issued and outstanding stock entitled to vote by a written consent given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD. That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, CORPORATION SERVICE COMPANY has caused its corporate seal to be hereunto affixed and this certificate to be signed by JAMES M. WINFIELD, its President, and ROIMAN WARD, JR. its Secretary this 24<sup>th</sup> day of

June, A. D. 1969.

CORPORATION SERVICE COMPANY

James M. Winfield  
President  
Roiman Ward, Jr.  
Secretary



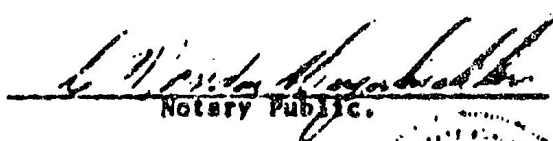
00060

STATE OF DELAWARE )

COUNTY OF NEW CASTLE ) SS.

BE IT REMEMBERED, that on this 24<sup>th</sup> day of June, A. D. 1969, personally came before me a Notary Public, in and for the County and State aforesaid, JAMES M. WINFIELD, President, of 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 JAMES M. WINFIELD, as such President, duly executed the said Certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation and the facts stated therein are true; that the signature of the said Secretary of said corporation to said foregoing certificate is in the handwriting of the said Secretary of said corporation 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.

  
Notary Public.



00061