

Filing fee: \$35.00

APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
OF

C.H. STUART INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on December 13, 1979, authorizing it to transact business in Rhode Island under the name of C.H. STUART INC.

SECOND: The corporate name of the corporation has been changed to SARAH COVENTRY, INCORPORATED
[If no change, so indicate]

THIRD: The name which it elects to use hereafter in Rhode Island is SARAH COVENTRY, INCORPORATED

FOURTH: It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows: No Change
[If no other or additional purposes are proposed, insert "No change."]

FIFTH: Other amendments, if any, to Certificate of Authority previously issued: [see §§7-1.1-103, 7-1.1-109, 7-1.1-110. of the General Laws, 1956, as amended.] (If increase of authorized capital stock, state:

| Number of Shares | Class | Series | Par Value per Share or Statement that Shares are without Par Value |
|------------------|-------|--------|--|
|------------------|-------|--------|--|

- (A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$.....
- (B): An estimate of the value of its property to be located within Rhode Island during such year is \$.....
- (C): An estimate of the gross amount of business to be transacted by it during such year is \$.....
- (D): An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$.....

Dated February 23, 1982

SARAH COVENTRY, INCORPORATED
By Charles A. Kiesel
Its President
and Franklin T. Russell
Its Ass't. Secretary

STATE OF NEW YORK }
COUNTY OF WAYNE } Sc.

At the Village of Newark in said County on the 23rd day
of February 1982, before me personally appeared

CHARLES A. KIESEL, who being by me first duly sworn, declared that he is the
President of SARAH COVENTRY, INCORPORATED,

that he signed the foregoing document as such President
of the corporation, and that the statements therein contained are true.

Franklin T. Russell
Notary Public

(NOTARIAL SEAL)

FRANKLIN T. RUSSELL
NOTARY PUBLIC, State of N.Y., Wayne County
No. 34-8710325
My Commission Expires March 30, 1982

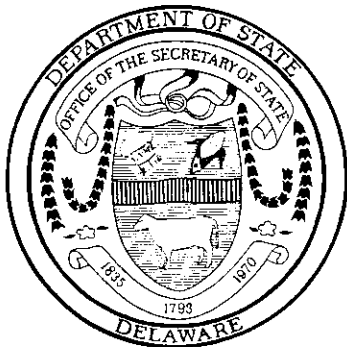


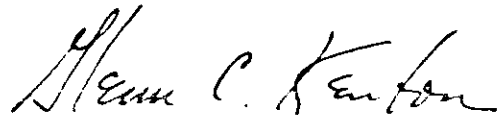
State of DELAWARE

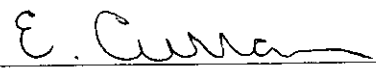


Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Restated Certificate of Incorporation
filed in this office on January 20, 1982.




Glenn C. Kenton, Secretary of State

BY: 

DATE: March 5, 1982

RESTATED CERTIFICATE OF INCORPORATION

OF

C. H. STUART INC.

(to be renamed SARAH COVENTRY, INCORPORATED)

under

The Delaware General Corporation Law

RESTATED CERTIFICATE OF INCORPORATION
OF
C. H. STUART INC.

Pursuant to the requirements of Sections 242, 245 and 303 of the General Corporation Law of the State of Delaware, the undersigned, CHARLES KIESEL, being the President of C. H. STUART, INC. (the "Corporation"), does hereby certify:

1. That the name of the Corporation is C. H. STUART INC., which was incorporated on September 12, 1979.
2. That in lieu of the stockholder approval required by Sections 242 and 245 of the General Corporation Law of the State of Delaware this Restated Certificate of Incorporation is hereby adopted by the undersigned pursuant to an order of the United States Bankruptcy Court for the Western District of New York under Chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Court Order") and pursuant to Section 303 of the General Corporation Law of the State of Delaware. Provision for making this certificate is contained in the Bankruptcy Court Order and pursuant to Section 303 of the General Corporation Law of the State of Delaware. The Bankruptcy

Court Order is an order of a court having jurisdiction of a proceeding under Chapter 11 of the United States Bankruptcy Code for the reorganization of C. H. Stuart Inc.

3. That a Certificate of Reduction of Capital, pursuant to Sections 103, 244(c) and 303 of the General Corporation Law of the State of Delaware, is being filed with this amendment.

(4) That the text of the Certificate of Incorporation of said C. H. STUART INC., as amended, is hereby restated as amended by this Certificate, to read in full, as follows:

FIRST. The name of the Corporation is SARAH COVENTRY, INCORPORATED.

SECOND. The address of the Corporation's registered office in the State of Delaware is 100 West 10th Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH. The total number of shares of stock which the Corporation shall have authority to issue is 100,000 shares of common stock of the par value of \$1.00 per share, all of the same class.

FIFTH. Election of directors need not be by written ballot.

SIXTH. The Board of Directors is authorized to adopt, amend or repeal By-Laws of the Corporation except as and to the extent provided in the By-Laws.

SEVENTH. 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 (whether or not by or in the right of the Corporation), by reason of the fact that he is or was a director, officer, incorporator, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, incorporator, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation to the full extent then permitted by law against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement incurred by him in connection with such action, suit or proceeding. Such right of indemnifica-

tion shall inure whether or not the claim asserted is based on matters which antedate the adoption of this Article SEVENTH. Such right of indemnification shall continue as to a person who has ceased to be a director, officer, incorporator, employee or agent and shall inure to the benefit of the heirs and personal representatives of such a person.

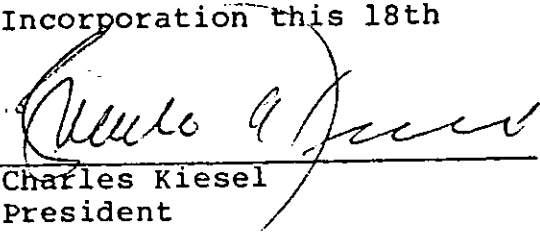
EIGHTH. At all elections of directors at any meeting duly called and held at which a quorum is present, each holder of shares entitled to vote shall be entitled to as many votes as shall equal the number of votes which (except for the provisions of this Article EIGHTH) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or he may distribute them among the number to be voted for, or for any two or more of them, as he may see fit.

NINTH. The Corporation shall send periodic reports to security holders, not less than once annually, which shall include profit and loss statements and balance sheets prepared in accordance with sound business practice and generally accepted accounting principles.

TENTH. Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any

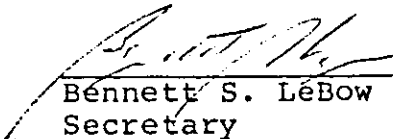
class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors and/or on all the stockholders or class of stockholders of this Corporation, as the case may be, and also on this Corporation.

IN WITNESS WHEREOF, the undersigned, has made and signed this Restated Certificate of Incorporation this 18th day of January 1982.



Charles Kiesel
President

ATTEST:


Bennett S. LeBow
Secretary

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