

Filing fee: \$35.00

APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
OF
Pitney Bowes 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 January 2, 1941, authorizing it to transact business in Rhode Island under the name of Pitney Bowes Inc.

SECOND: The corporate name of the corporation has been changed to No change

[If no change, so indicate]

THIRD: The name which it elects to use hereafter in Rhode Island is

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
<u>600,000</u>	<u>preferred</u>	<u>4% convertible</u>	<u>\$50.00</u>
<u>5,000,000</u>	<u>Preference</u>	<u>\$2.12 convertible</u>	<u>NPV (NO par value)</u>
<u>60,000,000</u>	<u>Common</u>	<u>NONE</u>	<u>\$2.00</u>

(A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 1,100,000,000

(B): An estimate of the value of its property to be located within Rhode Island during such year is \$ 900,000

(C): An estimate of the gross amount of business to be transacted by it during such year is \$ 900,000,000

(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 \$ 3,800,000

Dated May 19th, 1983

Pitney Bowes Inc.
By Edward M. Harris, Jr. /
Edward M. Harris, Jr.
Its Vice President
and David O'Hearne /
David O'Hearne
Its Asst. Secretary

STATE OF Connecticut }
COUNTY OF Fairfield } Sc.

At Stamford in said County on the 20th day
of May 1983, before me personally appeared Edward M. Harris, Jr.
and David O'Hearne, who being by me first duly sworn, declared that ^{they are} ~~he is~~ the
Vice President and Asst. Secretary of Pitney Bowes Inc.,
^{they} that ~~he~~ signed the foregoing document as such Vice President and Asst. Secretary
of the corporation, and that the statements therein contained are true.

Marguerita A. Salerno
Notary Public
MARGUERITA A. SALERNO
NOTARY PUBLIC
MY COMMISSION EXPIRES MAR. 31, 1984

(NOTARIAL SEAL)

JUN 1 1983

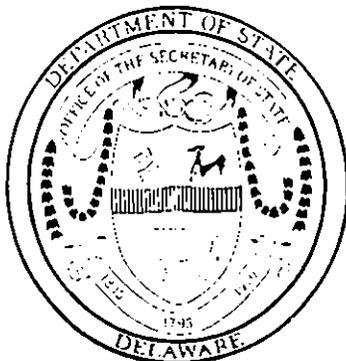


State of DELAWARE



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 _____ Amendment _____
filed in this office on _____ May 10, 1983 _____.



Glenn C. Kenton
Glenn C. Kenton, Secretary of State

BY: _____
J. Ward

DATE: _____ May 20, 1983 _____