

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) If only one class: Total number of shares 100,

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

all of which are of a par value of one cent (\$.01) each and all of which are one class and are common shares.

~~(b) If more than one class: Total number of shares~~

~~(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)~~

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

Shareholders of the corporation shall have no preemptive rights to acquire unissued or treasury shares or securities convertible into shares or carrying a right to subscribe to or acquire shares.

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

1. The Board of Directors of the corporation may, from time to time, and in conformity with the provisions of the Business Corporation Act, distribute to its shareholders, directly or by the purchase of its own shares, a portion of its assets, in cash or property out of the unreserved and unrestricted capital surplus of the corporation.

2. Any or all of the directors of the corporation may be removed for cause or without cause by the shareholders entitled to vote in the election of directors. Any one or more of the directors may be removed for cause by action of the Board of Directors.

Stephen V. Burger

COUNTY OF NEW YORK

In the City of New York
~~xxxxxx~~ }

in said county this 17th day of September, A.D. 1991,
then personally appeared before me Stephen V. Burger

~~each and all~~ known to me and known by me to be the ~~parties~~^{party} executing the foregoing instrument, and ~~they severally~~^{he} acknowledged said instrument by ~~them~~^{him} subscribed to be ~~their~~^{his} free act and deed.

Louise Harrison
Notary Public

LOUISE HARRISON
Notary Public, State of New York
No. 31-4800182
Qualified in New York County
Commission Expires December 31, 1991

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