

To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and secure the payment thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of, the whole or any part of the property of the corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

In general, to carry on any business, not contrary to the laws of the State of Delaware, and to have and exercise all of the powers conferred by the laws of said State upon corporations formed thereunder, and to do any or all of the things hereinbefore set forth to the same extent as natural persons could do, and in any part of the world, as principal, agent, or otherwise, and either alone or in company with others.

To conduct business in the State of Delaware, other States, the District of Columbia, the territories and colonies of the United States, and in foreign countries, and have one or more offices out of the State of Delaware, and to purchase, lease or otherwise acquire, hold, use, develop, operate, maintain, sell, mortgage, pledge, or otherwise dispose of real and personal property within and without said State.

To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws under which the corporation is organized.

The objects and purposes specified in the foregoing clauses of this Article Third shall, except where otherwise expressed in this Article, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause of this or any other article in this certificate of incorporation, but shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

The corporation shall be authorized to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, and all the powers conferred upon such corporations by the laws, as in force from time to time, of the State of Delaware so far as not in conflict herewith, or which may be conferred by all acts heretofore or hereafter amendatory of or supplemental to said General Corporation Law or said laws, and the enumeration of certain powers as herein specified is not intended as exclusive of, or as a waiver of, any of the powers, rights or privileges granted or conferred by said General Corporation Law or said laws now or hereafter in force; provided, however, that the corporation shall not in any state, district, territory, possession, or country carry on any business, or exercise any powers, which a corporation organized under the laws of said state, district, territory, possession or country could not carry on or exercise.

FOURTH: The total number of shares of all classes of stock which the corporation shall have authority to issue is 24,679,083 shares, of which 2,679,083 shares shall be cumulative preferred stock of the par value of Twenty-Five (\$25) Dollars each (hereinafter called "Preferred Stock") and 22,000,000 shares shall be Common Stock of the par value of Four (\$4) Dollars each (hereinafter called "common stock").

A statement of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of the shares of stock of each class which the corporation shall be authorized to issue, is as follows:

1. The holders of Preferred Stock shall be entitled to receive, and the corporation shall be bound to pay, only as and when declared by the Board of Directors and out of funds legally available for the payment of dividends, cumulative dividends, at the rate of \$1.20 per annum from the date of the issuance of said shares, and no more, payable in cash, quarterly, on the 10th days of