

upon such notice and in such manner and by such method as may be prescribed by resolution of the Board of Directors.

In the event of any liquidation, dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the holders of the preferred stock shall be entitled, before any assets of the corporation shall be distributed among or paid over to the holders of the common stock, to be paid One Hundred Dollars (\$100) per share, together with a sum of money equivalent to the amount of unpaid cumulative dividends accrued thereon.

After the making of such payments to the holders of the preferred stock, the remaining assets of the corporation shall be distributed among the holders of the common stock alone, pro rata according to their respective holdings thereof.

The holders of the preferred stock shall have no voting power nor shall they participate in the management and control of the corporation, all voting rights being vested exclusively in the holders of the common stock, nor shall they be entitled to notice of meetings of stockholders except as may be otherwise provided by the laws of the State of Delaware.

Fifth. The amount of capital stock with which this corporation will commence business is the sum of One Thousand Dollars (\$1,000.00)

Sixth. The names and places 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
M. S. Rogers	Wilmington, Delaware	80
M. M. Nichols	Wilmington Delaware	1
L. B. Wilson	Wilmington Delaware	1

Seventh. This corporation is to have perpetual existence.

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

Ninth. The signers of the Certificate of Incorporation being all the incorporators, shall have the direction of the affairs and of the organization of the corporation, and may hold meetings or meetings in person or by proxy, and at such meetings or meetings elect Directors and take such steps as are proper to obtain the necessary subscriptions to the stock and to perfect the organization of the corporation.

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Tenth. no holder of any stock of this corporation shall be entitled as of right to purchase or subscribe for any part of any stock of the corporation authorized hereinafter or of any additional stock of any class to be issued by or upon or any increase of the authorized capital stock of the corporation, or of any bonds, certificates of indebtedness, debentures or other securities convertible into stock of the corporation, but any stock authorized herein or any such additional authorized issue of any stock or of securities convertible into stock may be issued and disposed of by the board of Directors to such persons, firms, corporations or associations and upon such terms and conditions as the Board of Directors may in their discretion determine, without offering any thereof on the same terms or on any terms to the stockholders then of record or to any class of stockholders.

Eleventh. Pursuant to the affirmative vote of the holders of at least a majority of the stock issued and outstanding, having voting power, given at a stockholders meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation, including its goodwill and its corporate franchises, upon such terms and conditions as its Board of Directors deem expedient and for the best interests of the corporation.

Twelfth. In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors are expressly authorized:

To fix the amount to be reserved as working capital, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

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

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