

the aggregate offering price of the total number of shares so offered would purchase at such current market price. Such adjustment shall be made whenever such rights or warrants are issued, and shall become effective retroactively immediately after the record date for the determination of the stockholders entitled to receive such rights or warrants.

(3) In case the corporation shall distribute to holders of Common Shares evidences of its indebtedness, or assets (excluding cash dividends and distributions to the extent permitted by law and these Amended Articles of Incorporation), or rights or warrants to subscribe for any security (excluding those referred to in subparagraph (2) above), then in each such case the number of Common Shares into which each Preferred Share shall thereafter be convertible shall be determined by multiplying the number of Common Shares into which such Preferred Share was theretofore convertible by a fraction, of which the numerator shall be the current market price per Common Share (as defined in subparagraph (4) below) at the date of such distribution, and of which the denominator shall be such current market price per Common Share, less the fair market value (as determined by the Board of Directors of the corporation, whose determination shall be conclusive) of the portion of the assets or evidences of indebtedness so distributed or of such rights or warrants applicable to one Common Share. Such adjustment shall be made whenever any such distribution is made, and shall become effective retroactively immediately after the record date for the determination of stockholders entitled to receive such distribution.

(4) For the purpose of any computation pursuant to subparagraphs (2) or (3) above, the current market price per Common Share at any date shall be deemed to be the average of the daily closing prices for the 30 consecutive business days commencing 45 business days before the day in question. The closing price for each day shall be the last sales price or, in case no sale takes place on such day, the average of the closing bid and asked prices, in either case on the New York Stock Exchange, or if the Common Shares are not listed or admitted to trading on such Exchange, on the principal national securities exchange on which the Common Shares are listed or admitted to trading, or if not listed or admitted to trading on any national securities exchange, the average of the closing bid and asked prices as furnished by any New York Stock Exchange member firm selected from time to time by the Board of Directors of the corporation for the purpose.

(5) No adjustment in the conversion rate shall be required unless such adjustment would require an increase or decrease of at least 1% in such rate; provided, however, that any adjustments which by reason of this subparagraph (5) are not required to be made shall be carried forward and taken into account in any subsequent adjustment. All calculations under this Paragraph 4 shall be made to the nearest cent or to the nearest one-hundredth of a share, as the case may be.

(6) In case of any capital reorganization or any reclassification of the shares of the corporation (except as provided in subparagraph (1) above), any holder of Preferred Shares, whether theretofore or thereafter issued, upon conversion