

SECOND: The address, including street, number, city, and county, of the registered office of the Corporation in the State of Delaware is 100 W. Tenth Street, Wilmington, Delaware 19801; and the name of the registered agent of the Corporation in the State of Delaware at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity of which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of the two classes of stock which the Corporation shall have authority to issue is 1,405 shares, consisting of (i) 405 shares designated Preferred Stock, par value \$1.00 per share (herein called the "Preferred Stock"); and (ii) 1,000 shares, no par value, designated Common Stock (herein designated as the "Common Stock").

All cross-references in each Part of this Article FOURTH refer to other paragraphs in such Part unless otherwise indicated, and terms defined in any Part of this Article FOURTH shall have the meaning therein given only when used within such Part or when used together with specific reference to such meaning.

The following is a statement of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, in respect of each class of stock of the corporation:

I. PREFERRED STOCK

Each share of Preferred Stock shall rank equally in all respects and shall be subject to the following provisions:

1. Dividends. "Dividends", as used in this Part I, shall mean all dividends provided for in paragraphs 1A and 1B of this Part I.

1A. Quarterly Dividends. Subject to paragraph 3G of this Part I, the Board of Directors may, in its discretion, declare and pay out of funds legally available for such purpose, cash dividends ("Quarterly Dividends") at the following annual rate of \$100 per share per annum, payable, in quarter annual payments of \$25.00 per share each, on the 1st day of February,