

(i) issued to effect any merger, consolidation or acquisition of assets or otherwise offered or issued for a consideration other than cash;

(ii) issued to satisfy conversion or option rights theretofore granted by the Corporation; or

(iii) issued from the treasury of the Corporation.

3. Voting Rights. Except as otherwise provided by law, the holders of Common Stock shall vote as a class for the election or removal of all the directors. The Board of Directors of the Corporation shall be composed of no less than three (3) and no more than nine (9) directors, and directors need not be shareholders. At any meeting of the shareholders of the Corporation, the presence in person or by proxy of a majority in number of the issued and outstanding shares of the Common Stock shall be sufficient to constitute a quorum for the election of directors to be elected by the holders of the shares of Common Stock.

No amendment to this Article Fourth of this Certificate of Incorporation may be made without the consent of the holders of 66-2/3% of each class of the outstanding Stock of the Corporation.

FIFTH: The Corporation is to have perpetual existence.

SIXTH: For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided:

1. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning, to wit, the total number of directors which the corporation would have if there were no vacancies. Election of directors need not be by written ballot.