

CERTIFICATE OF AMENDMENT OF
OF
THE TECHNICAL MATERIEL CORPORATION

Pursuant to Section thirty-six
of the Stock Corporation Law

FIRST: The name under which the corporation was originally incorporated is THE TECHNICAL MATERIEL CORPORATION and the name has not been changed.

SECOND: The certificate of incorporation was filed in the office of the Secretary of the State of New York on September 29, 1947.

92 THIRD: The certificate of incorporation is hereby amended to authorize the issuance of 1000 shares of preferred capital stock, par value \$100.00 per share carrying 6% dividends.

FOURTH: Article THIRD of the original certificate of incorporation which reads as follows:

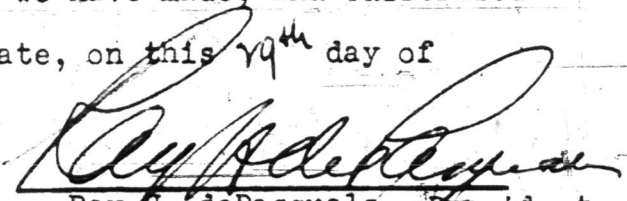
"The amount of the capital stock shall be two hundred (200) shares to consist of common stock having no par value. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus the aggregate amount of consideration received by the corporation for the issuance of shares without par value, plus such amounts, as from time to time, by resolution of the Board of Directors, may be transferred thereto";

is hereby stricken out, eliminated and cancelled and instead and in place of said language the certificate of incorporation is hereby amended to read as though therein setforth in full in the following language:

8663-92-1

"THIRD: The amount of the capital stock shall be 1200 shares to consist of 1000 shares of preferred capital stock having a par value of \$100.00 per share and 200 shares of common capital stock having no par value. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus the aggregate amount of consideration received by the corporation for the issuance of shares without par value, plus such amounts, as from time to time, by resolution of the Board of Directors, may be transferred thereto. The preferred stock shall carry accumulated dividends at the rate of 6% payable semi-annually on the 1st day of January and July but the holders thereof shall have no voting rights in the matters of the corporation except and unless the corporation fails to pay dividends as herein provided and then only when six dividends remain unpaid; In the event that the holders of the preferred stock become entitled to vote as herein provided such voting shall be as a class i.e., on all questions voted upon the holders of the preferred stock have one vote and the holders of the common stock have one vote; such voting rights of the preferred stock shall continue only as long as there remain unpaid to the preferred stock six dividends as herein provided; the corporation shall have the right upon 30 days notice to the holders of record of the preferred stock to redeem the preferred stock at a price of \$102.00 per share plus all accumulated dividends to the date of redemption and the holders of the preferred stock shall in the event of the liquidation of the corporation be entitled to the value of \$102.00 with all accumulated dividends per share; the holders of the preferred stock shall have no preemptive rights to subscribe for additional preferred or common stock; no dividends shall be declared by the corporation on the common stock while there is any arrear in the payment of dividends on the preferred stock".

IN WITNESS WHEREOF, we have made, and subscribed this certificate in triplicate, on this 29th day of January, 1954.


Ray H. dePasquale - President


William J. Gallons - Secretary

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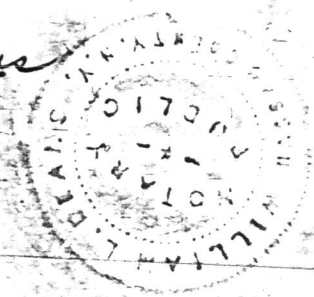
STATE OF NEW YORK
COUNTY OF WESTCHESTER

SS:

On the 19th day of January, 1954 before me personally came RAY H. dePASQUALE and WILLIAM J. GALIONE to me, known, who, being by me duly sworn, did depose and say that Ray H. dePasquale resides at 700 West Street, Harrison, New York and William J. Galione resides at 722 Forest Avenue, Larchmont, New York that Ray H. dePasquale is the president and William J. Galione is the secretary of The Technical Materiel Corporation, that they are the individuals who executed the foregoing certificate and acknowledged that they executed the same.

William L. Deans

WILLIAM L. DEANS
Notary Public, State of New York
No. 30-5971400
Qualified in Nassau County
Term Expires March 30, 1954



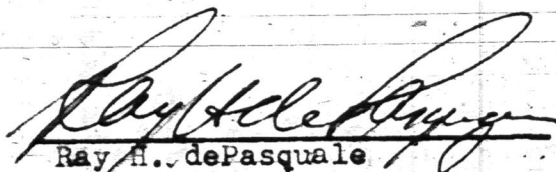
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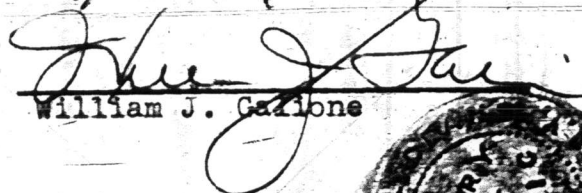
STATE OF NEW YORK
COUNTY OF WESTCHESTER

SS:

RAY H. dePASQUALE and WILLIAM J. GALIONE being
duly sworn depose and say:

That the said Ray H. dePasquale is the president
and William J. Galione is the secretary of The Technical
Materiel Corporation; that they have been authorized to
execute and file the certificate amending the certificate
of incorporation authorizing the issuance of 1000 shares
of preferred stock, par value \$100.00 per share carrying
6% dividends by the votes cast in person of the holders
of record of two-thirds of the outstanding shares entitled
to vote at the stockholders meeting at which such votes
were cast held on December 1, 1953 with relation to the
proceedings provided for in the certificate, and that
neither the certificate of incorporation nor any other
certificate filed pursuant to law requires a larger pro-
portion of votes; that such votes were cast at the said
stockholders meeting held as hereinabove stated and upon
notice pursuant to Section 45 of the Stock Corporation
Law.


Ray H. dePasquale


William J. Galione

Sworn to before me this

7th day of January, 1954.


William L. DePasquale

8663-92-4

WILLIAM L. DEPASQUALE
Notary Public, State of New York
No. 30477-0000
Qualified in Nassau County
Term Expires March 30, 1954



STATE OF NEW YORK
COUNTY OF WESTCHESTER

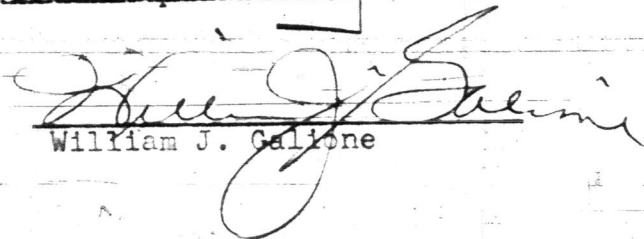
SS: /

WILLIAM J. GALIONE being duly sworn, deposes
and says:

That he resides at 722 Forest Avenue, Larchmont,
New York;

That he is the vice-president and secretary of
The Technical Materiel Corporation;

That the attached certificate authorizes the issuance
of 1000 additional shares of preferred stock at the par
value of \$100.00. ~~and to the number of shares of the~~
~~corporation consisting of one hundred and twenty~~
~~thousand shares of par value of \$100.00 per share and~~
~~200 shares of par value of \$100.00 per share.~~

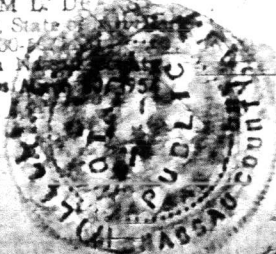

William J. Galione

Sworn to before me this

29th day of January, 1954.

William L. Deans

WILLIAM L. DEANS
Notary Public, State of New York
No. 30-
Qualified in New York
Term Expires



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THE TECHNICAL MATERIAL CORPORATION

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CERTIFICATE OF AMENDMENT
AND AFFIDAVIT

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED FEB 4 - 1954

TAX \$ 50 -

FILING FEE \$ 25 -

Thomas J. Brennan

Secretary of State

By *J. Tracy*

Meighan & Stearsulmer
Counselors at Law
100 Manhattan Avenue
Manhattan
New York

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