

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

of

THE TECHNICAL MATERIEL CORPORATION

Pursuant to Section 36 of the Stock Corporation Law

WE, the undersigned, being the President and the Secretary of The Technical Materiel Corporation, certify:

1. The name of the Corporation is The Technical Materiel Corporation;

2. The Certificate of Incorporation was filed in the office of the Secretary of State on the 29th day of September, 1947;

3. The Certificate of Incorporation is hereby amended, as authorized in subdivision 2 of Section 35 of the Stock Corporation Law to effect the following amendment or amendments:

to change presently authorized 1,000,000 shares of common stock having a par value of fifty cents (\$.50) each into 2,000,000 shares of common stock having a par value of twenty-five cents (\$.25) each

4. To accomplish such amendment, Paragraph Third of the Certificate of Incorporation (as amended) which sets forth the amount of capital stock and number of authorized shares is amended to read as follows:

"THIRD: (a) The amount of capital stock which this Corporation shall have is \$500,000.

"(b) The total number of shares which the Corporation shall have is 2,000,000 which shall be shares of common stock of the par value of \$.25 each.

5. The number of shares issued and outstanding is six hundred three thousand two hundred (603,200) and the terms of the change are on a 2-for-1 split-up basis of 2 shares of

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the \$.25 par value stock for each share of the issued stock having a par value of \$.50 each.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this Certificate this 12th day of April, 1961.

Ray H. dePasquale
Ray H. dePasquale, President

John E. Galione
John E. Galione, Secretary

STATE OF NEW YORK)
COUNTY OF WESTCHESTER) ss.:

On the 12th day of April, 1961, before me personally came

RAY H. dePASQUALE and JOHN E. GALIONE

to me known, and known to me to be the persons described in and who executed the foregoing certificate, and they severally duly acknowledged that they executed the same.

Howard E. Webler Jr.
Notary Public

HOWARD E. WEBLER, JR.
Notary Public, State of New York
No. 60-602150
Qualified in Westchester County
Commission Expires 12/31/64

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STATE OF NEW YORK)
COUNTY OF WESTCHESTER) SS.:

RAY H. dePASQUALE, being duly sworn, deposes and says:

That he is the president of THE TECHNICAL MATERIEL CORPORATION: that

(a) the number of additional shares not resulting from a change of shares which the Corporation is hereby authorized to issue is none and the number of such additional shares with par value is none;

(b) ~~the number and par value of shares changed~~ is one million (1,000,000) shares having a par value of fifty cents (\$.50) per share and the number and par value of shares resulting from such change is two million (2,000,000) shares having a par value of twenty-five cents (\$.25) per share; and

(c) the number of shares not resulting from a change of shares of which the par value has been increased is none, and the amount of the increase in par value is none.

Ray H. dePasquale
Ray H. dePasquale, President

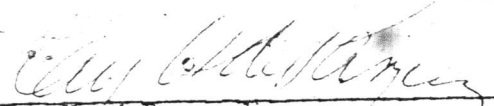
Subscribed and sworn to before me this 12th day of April, 1961.

Howard E. Webber Jr.
Notary Public

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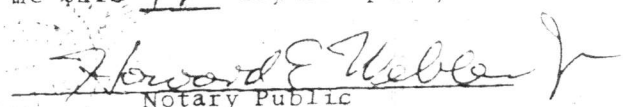
STATE OF NEW YORK)
COUNTY OF WESTCHESTER) ss.:

RAY H. dePASQUALE and JOHN E. GALIONE, being duly sworn, depose and say, that they are the President and Secretary respectively of THE TECHNICAL MATERIEL CORPORATION, that they have been duly authorized to execute and file the foregoing certificate of amendment by the votes cast in person or by proxy, of the holders of record of two-thirds of the outstanding shares of said corporation entitled to vote at the stockholders' meeting at which such votes were cast with relation to the proceedings provided for in the certificate, and of the holders of record of two-thirds of the outstanding shares of each class which will be adversely affected by the proceedings provided for in the certificate and which was entitled to vote at the stockholders' meeting at which such votes were cast with relation to such proceedings; that neither the certificate of incorporation nor any other certificate filed pursuant to law requires a larger proportion of the votes; that such votes were cast in person or by proxy at a stockholders' meeting held on the 10th day of April, 1961 upon notice pursuant to Section Forty-Five of the Stock Corporation Law.


Ray H. dePasquale


John E. Galione

Subscribed and sworn to before
me this 12th day of April, 1961.


Notary Public

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CERTIFICATE OF AMENDMENT

CERTIFICATE OF INCORPORATION

OF

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THE TECHNICAL MATERIEL CORPORATION

PURSUANT TO SECTION 36
OF THE STOCK REFORMATION
LAW

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED APR 25 1961

TAX \$ None
FILING FEE \$ 30

Caroline K. Dunbar
Secretary of State

By *J. J. [Signature]*

HAROLD J. MORSE
Atty. at Law
390 Plandome Road
Manhasset, N.Y.