

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:

(a) To eliminate and waive any and all pre-emptive or preferential rights of stockholders on authorized but unissued shares of stock.

(b) To change presently authorized 2,000,000 shares of common stock having a par value of twenty-five cents (\$.25) each into 4,000,000 shares of common stock having a par value of twelve and one-half cents (\$.125) 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 4,000,000 which shall be shares of common stock of the par value

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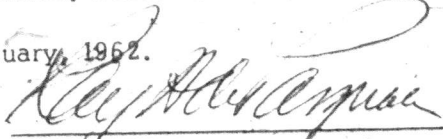
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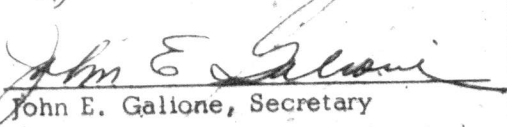
of twelve and one-half cents (\$.125) each.

(c) No holder of any of the shares of the capital stock of the Corporation shall be entitled as of right to purchase or to subscribe for any unissued stock of any class, or any additional shares of any class to be issued by reason of any increase of the authorized capital stock of the Corporation of any class, or bonds, certificates of indebtedness, debentures, or other securities convertible into stock of the Corporation or carrying any right to purchase stock of any class, but any such unissued stock, or such additional authorized issue of any stock, or of other securities convertible into stock or carrying any right to purchase stock, may be issued and disposed of, pursuant to resolutions of the Board of Directors, to such persons, firms, corporations, or associations, and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion.

5. The number of shares issued and outstanding is one million two hundred six thousand and four hundred (1,206,400) and the terms of the change are on a two-for-one split-up basis of two shares of twelve and one-half cents (\$.125) par value stock for each share of the issued stock having a par value of twenty-five cents (\$.25) each.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this Certificate this 31st day of January, 1962.


Ray H. dePasquale, President


John E. Gallone, Secretary

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STATE OF NEW YORK)

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ss.:

COUNTY OF WESTCHESTER)


On the 31st day of January, 1962, 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. 60-9562190
Qualified in Westchester County
Commission Expires March 30, 1962



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

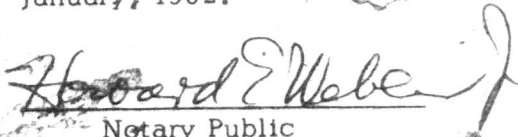
That he is the President of THE TECHNICAL MATERIEL CORPORATION:

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 two million (2,000,000) shares having a par value of twenty-five cents (\$.25) per share and the number and par value of shares resulting from such change is four million (4,000,000) shares having a par value of twelve and one-half cents (\$.125) 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, President

Subscribed and sworn to before
me this 31st day of
January, 1962.


Notary Public

HOWARD E. WEBLER, JR.
Notary Public, State of New York
No. 62-22110
Qualified in Westchester County
Commission Expires March 30, 1962

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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 15th day of January, 1962 upon notice pursuant to Section Forty-Five of the Stock Corporation Law.

Ray H. dePasquale
Ray H. dePasquale

John E. Galione
John E. Galione

Subscribed and sworn to before me this 31st day of January, 1962

Robert J. Webb
Notary Public

ROBERT J. WEBB, JR.
New York
County
March 30, 1962



9/29/47 Memorandum, W. Stalder & Suter

2,000,000 PV 25d

CERTIFICATE OF AMENDMENT

of

CERTIFICATE OF INCORPORATION

of

THE TECHNICAL MATERIEL CORPORATION

with

Pursuant to Section 36 of the
Stock Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED FEB 14 1962
TAX \$ *2.00*
FILING FEB 13 0

Caroline K. Simon

Secretary of State

[Signature]

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

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