

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 eliminate any and all pre-emptive or preferential right to purchase or subscribe to 50,000 shares of Common Stock of this corporation, now authorized and unissued, of existing stockholders of any class

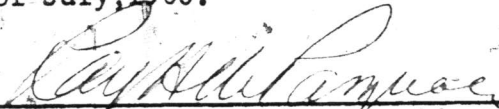
4. To accomplish such amendment, Paragraph Third of the Certificate of Incorporation (as amended) which sets forth the amount of capital stock and number of authorized shares is amended to read, by adding thereto, as follows:


" No stockholder of this corporation shall by reason of his holding shares of any class have any pre-emptive or preferential right to purchase or subscribe to 50,000 shares of Common Stock of this corporation, now authorized and unissued, or any notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase any of said 50,000 shares of Common Stock, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities,

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" would adversely affect the dividend or voting rights of such stockholder, other than such rights, if any, as the board of directors, in its discretion from time to time may grant, and at such price as the board of directors in its discretion may fix; and the board of directors may issue said 50,000 shares of Common Stock of this corporation, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase any of said 50,000 shares of Common Stock, without offering any such shares, either in whole or in part, to the existing stockholders of any class. "

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this Certificate this 14<sup>th</sup> day of July, 1960.


  
Ray H. De Pasquale, President

  
John Galione, Secretary

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

On the 14<sup>th</sup> day of July, 1960, before me personally came  
RAY H. DePASQUALE and JOHN 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.

  
Notary Public

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

RAY H. DePASQUALE and JOHN 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 28th day of June, 1960 upon notice pursuant to Section Forty-Five of the Stock Corporation Law.

Ray H. DePasquale  
Ray H. DePasquale

John Galione  
John Galione

Subscribed and sworn to before me  
this 14<sup>th</sup> day of July, 1960

Harold J. Moore  
Notary Public

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OF

THE TECHNICAL MATERIEL CORPORATION

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED JUL 15 1960

TAX \$

FILED FEE \$ 30

*Caroline K. Johnson*  
Secretary of State

By *J. H. Morse*

HAROLD J. MORSE  
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Manhasset, N.Y.