

805955

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

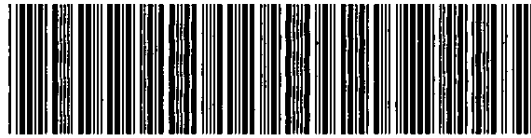
(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

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FILED  
2010 MAR -9 PM 1:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N/C

TB

MAR - 9 2010



**ITT**

**Wendy S. Renfrow**  
Legal Administrator

ITT Systems Corporation

655 Space Center Drive (80915)  
PO Box 15012  
Colorado Springs, CO 80935-5012  
tel 719.637-5955  
fax 719.637-5986  
wendy.renfrow@itt.com

VIA FEDERAL EXPRESS

January 13, 2010

Office of the Florida Secretary of State  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: Corporate Name Change

Dear Representative:

I have enclosed a signed copy of your amendment application changing the name of ITT Federal Services Corporation to ITT Systems Corporation. In addition, a check for \$35.00 is enclosed for the filing fee.

If you require any additional information, you can contact me at (719) 637-5955.

Thank you.

Sincerely,

A handwritten signature in cursive script that reads "Wendy S. Renfrow".

Wendy S. Renfrow  
Legal Administrator

Enc.

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** ITT Federal Services Corporation  
Name of Corporation

**DOCUMENT NUMBER:** \_\_\_\_\_

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Wendy S. Renfrow  
Name of Contact Person

ITT Systems Corporation  
Firm/Company

655 Space Center Drive  
Address

Colorado Springs, CO 80915  
City/State and Zip Code

Wendy.Renfrow@ITT.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Wendy S. Renfrow at ( 719 ) 637-5955  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &  
Certificate of Status



\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)



\$52.50 Filing Fee,  
Certificate of Status &  
Certified Copy  
(Additional copy is  
enclosed)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 19, 2010

WENDY S RENFROW  
ITT SYSTEMS CORPORATION  
PO BOX 15012  
COLORADO SPRINGS, CO 80935-5012

SUBJECT: ITT FEDERAL SERVICES CORPORATION  
Ref. Number: 805955

We have received your document for ITT FEDERAL SERVICES CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Teresa Brown  
Regulatory Specialist II

Letter Number: 410A00001456

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

805955

(Document number of corporation (if known))

FILED  
2010 MAR -9 PM 1:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. ITT Federal Services Corporation  
(Name of corporation as it appears on the records of the Department of State)

2. Delaware  
(Incorporated under laws of)

3. 7/28/45  
(Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 11/3/09

5. ITT Systems Corporation  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

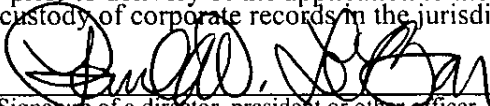
6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

\_\_\_\_\_  
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Paul W. LeBar  
(Typed or printed name of person signing)

VP & Secretary  
(Title of person signing)

# Delaware

PAGE 1

## The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "ITT SYSTEMS CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE THIRTEENTH DAY OF JUNE, A.D. 1945, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1955, AT 11 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE FOURTEENTH DAY OF JANUARY, A.D. 1957, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "FEDERAL ELECTRIC CORPORATION" TO "ITT FEDERAL SERVICES CORPORATION", FILED THE THIRD DAY OF JULY, A.D. 1990, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "ITT FEDERAL SERVICES CORPORATION" TO "ITT SYSTEMS CORPORATION", FILED THE THIRD DAY OF NOVEMBER, A.D. 2009, AT 9:45 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 2009, AT 10:45 O'CLOCK A.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF



0394301 8100H

100017863

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7745808

DATE: 01-07-10

# Delaware

PAGE 2

## *The First State*

THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF  
DECEMBER, A.D. 2009.


AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID  
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE  
AFORESAID CORPORATION, "ITT SYSTEMS CORPORATION".



0394301 8100H

100017863

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7745808

DATE: 01-07-10

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 09:45 AM 11/03/2009  
FILED 09:45 AM 11/03/2009  
SRV 090988469 - 0394301 FILE

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

**FIRST:** That at a meeting of the Board of Directors of

ITT Federal Services Corporation

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED**, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

**RESOLVED**, that the Certificate of Incorporation of ITT FEDERAL SERVICES CORPORATION be amended by changing the Article "FIRST" thereof so that, as amended, said Article shall be and read as follows:  
"FIRST: The name of the corporation is ITT Systems Corporation"

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF**, said corporation has caused this certificate to be signed this 19th day of October, 2009.

By: 

Authorized Officer

Title: Vice President, Secretary and General Counsel

Name: Paul W. LeBar

Print or Type



Mar. 9. 2010 11:50AM

No. 0195 P. 2/2

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:45 AM 11/25/2009  
FILED 10:45 AM 11/25/2009  
SRV 091052349 - 0394301 FILE

## STATE OF DELAWARE CERTIFICATE OF MERGER OF DOMESTIC CORPORATIONS

Pursuant to Title 8, Section 251(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is ITT Systems Corporation, and the name of the corporation being merged into this surviving corporation is ITT Federal Services International Corporation.

**SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.

**THIRD:** The name of the surviving corporation is ITT Systems Corporation a Delaware corporation.

**FOURTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

**FIFTH:** The merger is to become effective on December 31, 2009 at 11:59 PM.

**SIXTH:** The Agreement of Merger is on file at 655 Space Center Drive, Colorado Springs, CO 80915, the place of business of the surviving corporation.

**SEVENTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

**IN WITNESS WHEREOF,** said surviving corporation has caused this certificate to be signed by an authorized officer, the 5th day of November, A.D., 2009.

By: 

Authorized Officer

Name: Paul W. LeBar

Print or Type

Title: Vice President and Secretary

**FILED**

JUL 8 1990

720184070

CERTIFICATE OF AMENDMENT

*John H. H.*  
SECRETARY OF STATE  
*10 A*

OF

CERTIFICATE OF INCORPORATION

OF

FEDERAL ELECTRIC CORPORATION

\* \* \* \* \*

FEDERAL ELECTRIC CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of FEDERAL ELECTRIC CORPORATION be amended by changing the Article "FIRST" thereof so that, as amended, said Article shall be and read as follows:

"FIRST: The name of the corporation is  
ITT FEDERAL SERVICES CORPORATION"

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said FEDERAL ELECTRIC CORPORATION has caused this Certificate to be signed by William Eisner, its Vice President, and attested by Walter Skinner, its Assistant Secretary, this *2nd* day of *July*, 19*90*

FEDERAL ELECTRIC CORPORATION

By *William Eisner*  
William Eisner,  
Vice President

ATTEST:

By *Walter J. Skinner*  
Walter Skinner,  
Assistant Secretary

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
FEDERAL ELECTRIC CORPORATION

FEDERAL ELECTRIC CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said Corporation, at a meeting duly convened and held, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said Corporation:

RESOLVED, that the Board of Directors of Federal Electric Corporation hereby does declare advisable the amendment of the Certificate of Incorporation of said Federal Electric Corporation by amending Article Fourth of said Certificate of Incorporation so as to increase the number of authorized shares of stock from five thousand (5,000) shares without par value to fifty thousand (50,000) shares without par value so that as amended said Article Fourth of said Certificate of Incorporation will read as follows:

"FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is fifty thousand (50,000) all of which said shares shall be without par value."

SECOND: That the said amendment has been consented to and authorized by the holders of all the issued and outstanding stock, entitled to vote by a written consent given in accordance with the provisions of Section 242 of Title 8 of the Delaware Code of 1953 and filed with the Corporation on the 10th day of January 1957.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of Title 8 of the Delaware Code of 1953.

FOURTH: That said amendment does not effect any change in the issued shares of said Corporation.

IN WITNESS WHEREOF, said FEDERAL ELECTRIC CORPORATION has caused its corporate seal to be hereunto affixed and this Certificate to be signed by FRANCIS H. LANAHAN, its President, and WILLIAM B. LEVET, Its Secretary, this 10th day of January 1957.

FEDERAL ELECTRIC CORPORATION

By Francis H. Lanahan  
President


By William B. Levet  
Secretary



STATE OF NEW JERSEY )  
COUNTY OF BERGEN ) SS.:

BE IT REMEMBERED, that on this 10th day of January, A. D. 1957, personally came before me, JANE S. HAIDER, a Notary Public in and for the County and State aforesaid, FRANCIS H. LANAHAAN, President of FEDERAL ELECTRIC CORPORATION, a corporation of the State of Delaware, the Corporation described in and which executed the foregoing Certificate, known to me personally to be such, and he, the said FRANCIS H. LANAHAAN as such President, duly executed said Certificate before me and acknowledged the said Certificate to be his act and deed and the act and deed of said Corporation; that the signatures of the said President and of the Secretary of said Corporation to said foregoing Certificate are in the handwriting of the said President and Secretary of said Company, respectively, and that the seal affixed to said Certificate is the common or corporate seal of said Corporation.

IN WITNESS WHEREOF I have hereunto set my hand and seal of office the day and year aforesaid.

  
*Jane S. Haider*  
A Notary Public of New Jersey  
My commission expires October 31, 1961

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
FEDERAL ELECTRIC CORPORATION

FEDERAL ELECTRIC CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said Corporation, at a meeting duly convened and held, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said Corporation:

RESOLVED that the Board of Directors of Federal Electric Corporation hereby does declare advisable the amendment of the Certificate of Incorporation of said Federal Electric Corporation as follows: To amend Article Fourth of said Certificate of Incorporation so as to increase the number of authorized shares of stock from one hundred (100) shares without par value to five thousand (5000) shares without par value and accordingly to amend said Article Fourth of said Certificate of Incorporation so as to read as follows:

"FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is five thousand (5000); all of which shares shall be without par value."

SECOND: That the said amendment has been consented to and authorized by the holders of all the issued and outstanding stock, entitled to vote by a written consent given in accordance with the provisions of Section 242 of Title 8 of the Delaware Code of 1953 and filed with the Corporation on the 22nd day of December, 1955.

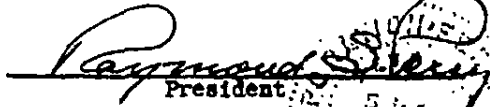
THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of Title 8 of the Delaware Code of 1953.

FOURTH: That said amendment does not effect any change in the issued shares of said Corporation .

IN WITNESS WHEREOF, said FEDERAL ELECTRIC CORPORATION has caused its corporate seal to be hereunto affixed and this Certificate to be signed by RAYMOND S. PERRY, its President and WILLIAM B. LEVET, its Secretary, this 22nd day of December, 1955.

FEDERAL ELECTRIC CORPORATION

By

  
President

By

  
Secretary



STATE OF NEW JERSEY )  
COUNTY OF PASSAIC )

ss.:

BE IT REMEMBERED, that on this 22nd day of December, A.D. 1955, personally came before me, OLGA NYCHAY, a Notary Public in and for the County and State aforesaid, RAYMOND S. PERRY, President of FEDERAL ELECTRIC CORPORATION, a corporation of the State of Delaware, the Corporation described in and which executed the foregoing Certificate, known to me personally to be such, and he, the said RAYMOND S. PERRY as such President, duly executed said Certificate before me and acknowledged the said Certificate to be his act and deed and the act and deed of said Corporation; that the signatures of the said President and of the Secretary of said Corporation to said foregoing Certificate are in the handwriting of the said President and Secretary of said Company, respectively, and that the seal affixed to said Certificate is the common or corporate seal of said Corporation.

IN WITNESS WHEREOF I have hereunto set my hand and seal of office the day and year aforesaid.

*Olga Nychay*  
Notary Public, State of New Jersey  
A Notary Public of New Jersey  
My Comm. expires January 1, 1958

**CERTIFICATE OF INCORPORATION**

**OF**

**FEDERAL ELECTRIC CORPORATION**

**\* \* \* \* \***

**FIRST: The name of the corporation is**

**FEDERAL ELECTRIC CORPORATION**

**SECOND: Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware.**

**THIRD: The nature of the business, or objects or purposes to be transacted, promoted or carried on are:**

**(a) To make, manufacture, erect, construct, install, repair, improve, alter, buy and sell (either at wholesale or retail), lease, import, export and generally deal in and with instruments, machinery, apparatus, equipment, materials, outfits, appliances and articles of every description used in or for or pertaining to radio, telephone, telegraph, wireless, telephoto, television, motion picture, phonograph, facsimile and any and all other forms and means of communication now known or that may hereafter be invented, whether electrical or otherwise, and any and all other articles, equipment, supplies, parts and accessories used in or for or pertaining to the foregoing.**

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(b) To carry on and promote investigation, research and experimentation in the development, designing and production of materials, apparatus, appliances, machines, equipment and other articles for the purpose of rendering the products and results of investigation, research and experimentation available for use.

(c) To buy, sell, own, manufacture, assemble, build, construct, repair and otherwise handle and deal in all kinds of household appliances, machinery, apparatus, equipment, supplies, parts and accessories, and to own, operate, conduct and maintain a general manufacturing business for the building, manufacturing and construction of any and all kinds of appliances and machinery related thereto.

(d) To manufacture, purchase, or otherwise acquire, invest in, hold, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

(e) To plan, design, construct, erect, own, maintain, sell, lease, mortgage, convey, improve and in all ways use and operate mills, plants, factories, buildings, machinery, equipment, works and facilities necessary or desirable to accomplish the foregoing.

(f) To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

(g) To apply for, obtain, register, purchase, lease, or otherwise to acquire, and to hold, use, own, operate and introduce, and to sell, assign, or otherwise to dispose

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of, any trade-marks, trade names, patents, inventions, improvements, and processes used in connection with or secured under letters patent of the United States, or elsewhere or otherwise, and to use, exercise, develop, grant licenses in respect of, or otherwise to turn to account any such trade-marks, patents, licenses, processes and the like, or any such property or rights.

(h) To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

(i) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

(j) To borrow or raise moneys for any of the purposes of the corporation and, from time to time, without

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limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

(k) To buy, sell or otherwise deal in notes, open accounts, and other similar evidences of debt, or to loan money and take notes, open accounts, and other similar evidences of debt as collateral security therefor.

(l) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital, except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(m) To purchase, or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of, real and personal property of every class and description and without restriction or limit as to amount.

(n) To have one or more offices and to carry on all or any of its operations and business in any of the states, districts, territories, and possessions of the United States of America, and in any and all foreign countries, but always subject to the local laws.

(o) In general, to carry on any other business in connection with the foregoing, and to have and exercise all

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the powers conferred by the laws of Delaware upon corporations formed under the act hereinafter referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

The business of the corporation will not be in conflict with, nor such as is prohibited by Title 12, U. S. Code, Sections 584 to 588 and Chapter 377, Sections 1 to 5, 44 Statutes at large, 628-629.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is <sup>one hundred</sup> ~~two thousand~~ (2,000); all of such shares shall be without par value.

FIFTH: The minimum amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000.00).

SIXTH: The names and places of residence of the incorporators are as follows:

<u>NAMES</u>	<u>RESIDENCES</u>
L. E. Gray	Wilmington, Delaware
L. H. Herman	Wilmington, Delaware
S. M. Brown	Wilmington, Delaware

SEVENTH: The corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH: In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution or resolutions passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written

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consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

TENTH: No contract or other transaction entered into by the corporation shall be affected by the fact that any director of the corporation in any way is interested in, or connected with, any party to such contract or transaction, or himself is a party to such contract or transaction, provided that such contract or transaction shall be approved by a majority of the directors present at the meeting of the board or of the committee authorizing or affirming such contract or transaction, which majority shall consist of directors not so interested or connected. Any contract, transaction or act of the corporation or of the board of directors or any committee, which shall be ratified by a majority of a quorum of the stockholders at any annual meeting, or at any special meeting called for such purpose, shall be as valid and as binding as though ratified by every stockholder of the corporation.

ELEVENTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application

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in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 3653 of the Revised Code of 1915 of said state, or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 43 of the General Corporation Law of the State of Delaware, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said Court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the Court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

TWELFTH: Meetings of stockholders may be held without the State of Delaware, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be from time to time designated by the board of directors or in the by-laws of the corporation.

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THIRTEENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named for the purpose of forming a corporation in pursuance of the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 12th day of June, A. D. 1945.

*L. E. Gray*  
*L. H. Herman*  
*S. M. Brown*

STATE OF DELAWARE     )  
                              ) ss:  
COUNTY OF NEW CASTLE )

BE IT REMEMBERED that on this 12th day of June, A. D. 1945, personally came before me, M. Ruth Mannerling, a notary public for the State of Delaware, L. E. Gray, L. H. Herman and S. M. Brown, all of the parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

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*M. Ruth Mannerling*  
Notary Public