

851308

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Qualification Documents
Filed 12-16-81

28 pgs.

DIVISION OF CORPORATIONS

851308

NAME ROGERS, TOWERS, BAILEY, JONES & CAY (C. T. CORPORATION SYSTEMS)

ADDRESS 118 /12 East Jefferson St.

CITY Tallahassee STATE FL ZIP CODE 32301

AREA CODE & PHONE NUMBER 904/222-7200 (Bonnie)

NAME OF CORPORATION

Bache Group, Inc

FOR OFFICE USE ONLY

<input type="checkbox"/> DOMESTIC	<input type="checkbox"/> AMENDMENT	<input type="checkbox"/> SEARCH
<input checked="" type="checkbox"/> FOREIGN	<input type="checkbox"/> DISSOLUTION	<input type="checkbox"/> MERGER
<input checked="" type="checkbox"/> PROFIT	<input type="checkbox"/> REINSTATEMENT	<input type="checkbox"/> MARK
<input type="checkbox"/> NON-PROFIT	<input type="checkbox"/> ANNUAL REPORT	<input type="checkbox"/> RESERVATION
<input type="checkbox"/> LIMITED PARTNERSHIP	<input type="checkbox"/> CERTIFICATE UNDER SEAL	<input checked="" type="checkbox"/> CERTIFIED COPY
		<input type="checkbox"/> OTHER

Walk In

WILL PICK UP: 12-22-81
12-16-81

30
15
3
48

BR 12-16-81
PB 12-18

851308

PICKED UP



GEORGE FIRESTONE
GOVERNOR OF FLORIDA

Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32301

December 16, 1981

D. W. McKISSON, DIRECTOR
DIVISION OF CORPORATIONS

Wall In
Powers, Towers, Pailey, Jones & Gay

SUBJECT Bache Group Inc.

DOCUMENT NUMBER 851308

This will acknowledge receipt of the following:

- 1 Checks totalling \$ 49.00
- 2 Articles of Incorporation filed
- 3 Amendments to Articles of Incorporation filed
- 4 Articles of Merger or Consolidation filed
- 5 Certificate of Withdrawal filed
- 6 Limited Partnership filed
- 7 Limited Partnership Annual Report filed
- 8 Trademark Application filed
- 9 Application for qualification filed 12-16-81
- 10 Reinstatement filed
- 11 Articles of Dissolution filed
- 12 OTHER

ENCLOSED

- 1 Certified Copy/ies
- 2 Certificate/s Under Seal
- 3 Photocopy/ies
- 4 OTHER

CORP 100-0-1
UCC

A-21

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

- (1) Wache Group Inc
(NAME OF CORPORATION ADDING THE WORD "INCORPORATED", "COMPANY" OR
"CORPORATION" IF NOT SO CONTAINED IN THE NAME AT PRESENT)
- (2) Delaware
(INCORPORATED UNDER LAWS OF)
- (3) 3-19-81 (4) perpetual
(DATE OF INCORPORATION) (PERIOD OF DURATION)
- (5) 100 Gold Street New York, NY 10038
(ADDRESS OF PRINCIPAL OFFICE)
- (6) C T CORPORATION SYSTEM
(NAME OF FLORIDA REGISTERED AGENT)
- C/O C T CORPORATION SYSTEM
100 BISCAYNE BLVD.
(STREET ADDRESS OF REGISTERED OFFICE)
- MIAMI FLORIDA 33132
(CITY) (ZIP CODE)
- (7) see exhibit A
(NATURE OF BUSINESS TO BE TRANSACTED IN FLORIDA)

- (8) NAMES OF OFFICERS SPECIFIC ADDRESS
- see exhibit B (P) _____
- _____ (S) _____
- _____ (T) _____
- _____ (V) _____
- NAMES OF DIRECTORS SPECIFIC ADDRESS
- _____ (D) _____
- _____ (D) _____
- _____ (D) _____
- _____ (D) _____
- (9) 100 Gold Street
(CURRENT MAILING ADDRESS FOR ANNUAL REPORT MAILING PURPOSES)
- New York NY 10038
(CITY) (STATE) (ZIP CODE)

FILED
MAY 16 11 49 AM '81

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

(10) 1000 shares preferred stock \$1.00 par value
2000 shares common stock \$1.00 par value
(TOTAL AUTHORIZED SHARES (ITEMIZED BY CLASSES), PAR VALUE OF SHARES,
AND SHARES WITHOUT PAR VALUE)

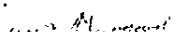
(11) "VALUE" MAY BE DEFINED IN ANY TERMS CONSISTENT WITH GENERALLY
ACCEPTED ACCOUNTING PRINCIPLES.

A. ESTIMATED VALUE OF ALL PROPERTY OWNED BY THE CORPORATION FOR THE COMING YEAR, WHEREVER LOCATED	\$ <u>24,566,000</u>
B. ESTIMATED GROSS AMOUNT OF BUSINESS TO BE TRANSACTED BY THE CORPORATION DURING THE COMING YEAR	\$ <u>655,760,991</u>
C. ESTIMATED VALUE OF ALL PROPERTY IN FLORIDA OWNED BY THE CORPORATION FOR THE COMING YEAR	\$ <u>7,474,900</u>
D. ESTIMATED GROSS AMOUNT OF BUSINESS TO BE TRANSACTED IN FLORIDA BY THE COR- PORATION DURING THE COMING YEAR	\$ <u>1,459,742</u>
E. TOTAL OF "A" AND "B"	\$ <u>680,326,991</u>
F. TOTAL OF "C" AND "D"	\$ <u>8,934,642</u>
G. DIVIDE "F" BY "E"	<u>.0131328</u>
H. MULTIPLY "G" BY TOTAL AUTHORIZED SHARES (AND THEIR PAR VALUE)	<u>\$39.3984</u>

THE FLORIDA ALLOCATION FOR PURPOSES OF DETERMINING THE TAX ON
AUTHORIZED CAPITAL STOCK WILL BE BASED ON THE TOTAL VALUE OF
SHARES CALCULATED IN "H" ABOVE.



PRESIDENT OR VICE PRESIDENT
John J. Curran



SECRETARY OF ASSISTANT SECRETARY
Chester A. Piskorowski

STATE OF
COUNTY OF

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 7th
DAY OF December, 19 81, BY John J. Curran
(NAME OF OFFICER)

Vice President OF Bache Group, Inc.
(TITLE OF OFFICER) (NAME OF CORPORATION)

A Delaware CORPORATION, ON BEHALF OF THE CORPORATION.
(STATE OR COUNTRY)

MY COMMISSION EXPIRES _____

[Signature]
NOTARY PUBLIC

(SEAL)

C T CORPORATION SYSTEM HAVING BEEN DESIGNATED TO ACT AS REGISTERED
AGENT HEREBY AGREES TO ACT IN THIS CAPACITY.

C T CORPORATION SYSTEM
[Signature]
(NAME AND TITLE OF OFFICER)
Asst. Secy.

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EXHIBIT A

Bache Group Inc. (which together with its subsidiary and affiliated companies will hereinafter be referred to as either the "Company" or the "Registrant") is one of the largest full service investment firms in the securities industry dealing primarily with retail customers. The Company, through its subsidiary companies (primarily through its principal subsidiary, Bache Halsey Stuart Shields Incorporated ("BHSS")), proposes to engage in financial activities encompassing securities brokerage, trading, underwriting and distribution; investment advice and portfolio management; customer financing; commodities and metals spot and futures brokerage and trading; metals financing; acting as a dealer of precious and nonferrous metals; sale of insurance products as an agent; arranging for the private placement of securities and assisting in mergers and acquisitions. These activities include acting as broker in transactions on the floors of the leading stock commodity and option exchanges in the United States and abroad and as broker in the over-the-counter market; the management of and participation in underwritten public offerings of corporate equity and debt securities; distribution of large blocks of securities, state, municipal and U. S. Government Agency bond underwriting and distribution; investment portfolio supervision for fees; the making of markets in over-the-counter securities; arbitrage and providing financial counsel to corporations, states, municipalities and political subdivisions thereof and to individuals.

EXHIBIT B
BACHE GROUP INCORPORATED BOARD OF DIRECTORS
AS OF OCTOBER 1, 1981

John J. Curran	Vice President, Secretary General Counsel & Director	One Rochambeau Road, Scarsdale, New York 10583
Frank E. Dominach, Jr.	Director	447 Shelbourne Terrace, Ridgewood, New Jersey 07450
Robert W. Farrell	Director	Matthiessen Park, Irvington-on-the-Hudson New York 10533
Alan D. Hogan	Director & Controller, Vice President & Chief Financial Officer	38 Lake Drive, Darien, Connecticut 06820
Harry A. Jacobs, Jr.	Chairman of the Board & Chief Executive Officer	100 Gold Street New York, N.Y. 10038
Garnett L. Keith	Director	c/o Prudential Ins. Co. Plaza Building 745 Broad Street Newark, N.J. 07101
Harold Krensky	Director	Federated Dept. Stores 104 W. 40th St., 20th Fl New York, New York 10008
William M. Marlin	Director	28 Cricket Club Drive North Hill, N.Y. 11576
H. Virgil Sherrill	President & Director	1 Sutton Place New York, N.Y. 10022
David J. Sherwood	Director	c/o Prudential Ins. Co. Plaza Building 745 Broad Street Newark, N.J. 07101
Stanley E. Shirk	Director	RFD West Cornwall, Conn. 06796
Edwin H. Smith	Director	485 Summit Road Mountainside, N.J. 07090
Elliot J. Smith	Director	400 East 56th Street New York, N.Y. 10022
Robin B. Smith	Director	1105 Park Avenue, Apartment 10D, New York, N.Y. 10028
Guy P. Wyser-Pratte	Director	136 E. 79th Street, New York, N.Y. 10021

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OFFICERS:

Maryann P. Colotta	Assistant Secretary	103 Lincoln Place, Waldwick, New Jersey 07463
David H. Fredericks	Assistant Secretary	c/o Prudential Ins. Co. Plaza Building 745 Broad Street Newark, New Jersey 07101
Chester A. Piskorowski	Assistant Secretary	537 Old Country Road, Huntington Station, New York 11746
Langdon R. Stevenson	Treasurer	Field Terrace, Ardsley-On-The-Hudson, New York 10503

HONORARY DIRECTOR:

George Weiss

45 Sutton Place, South
New York, N.Y. 10022

CHAIRMAN EMERITUS:

John E. Leslie

920 Fifth Avenue
New York, N.Y. 10021

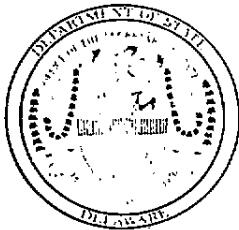


State
of
DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Restated Certificate of Incorporation
filed in this office on December 7, 1981

FILED
DEC 16 11 00 AM '81



Glenn C. Kenton
Glenn C. Kenton, Secretary of State

BY: E. Curran

DATE: December 8, 1981

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RESTATED CERTIFICATE OF INCORPORATION
OF
BACHE GROUP INC.

BACHE GROUP INC., a corporation organized and existing under the laws of the State of Delaware, HEREBY CERTIFIES AS FOLLOWS:

FIRST: That (i) the name of the Corporation is Bache Group Inc., (ii) the name under which the Corporation was originally incorporated was "Pru Holdings Inc." and (iii) such incorporation was effected by the filing of a Certificate of Incorporation with the Secretary of State on March 19, 1981.

SECOND: That this Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation by (i) increasing the number of authorized shares of Common Stock and creating a new class of Preferred Stock, (ii) providing for the restriction of dividends, (iii) providing for the right of the Corporation to purchase shares of its Common Stock from holders thereof, and (iv) enumerating, without limiting, the powers of the Board of Directors.

THIRD: That the text of the Certificate of Incorporation as amended or supplemented heretofore is

further amended hereby to read as herein set forth in full:

ARTICLE I

NAME

The name of the Corporation is Bache Group Inc.

ARTICLE II

REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the Corporation in the State of Delaware is No. 100 West 10th Street, in the City of Wilmington, County of New Castle. The name of the Corporation's registered agent at such registered office is The Corporation Trust Company.

ARTICLE III

CORPORATE PURPOSES AND POWERS

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

CAPITAL STOCK

SECTION 1. Shares, Class and Series Authorized.

The number of shares of capital stock which the Corporation shall have authority to issue is 2,000 shares of common

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stock of the par value of \$1 each (hereinafter called "Common Stock"), and 1,000 shares of preferred stock of the par value of \$1 each (hereinafter called "Preferred Stock").

SECTION 2. Preferences and Rights of the Classes of Capital Stock. The preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, of the capital stock are as follows:

(a) Except to the extent, if any, that a resolution of the Board of Directors establishing a series of Preferred Stock gives voting powers to the shares of such series, all voting powers shall be in the Common Stock and the holders of Common Stock shall be entitled to one vote per share.

(b) No shares of capital stock shall have any preemptive or other rights to purchase additional shares of capital stock of any class or series or of any securities convertible into any such shares.

(c) The Preferred Stock may be issued from time to time in one or more series with such designation for each such series as shall be stated and expressed in the

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resolution or resolutions of the Board of Directors providing for the issue of such series. The Board of Directors in any such resolution or resolutions is expressly authorized to state and express for each such series:

(i) The voting powers, if any, of the holders of stock of such series:

(ii) The rate per annum and the times at and conditions upon which the holders of stock of such series shall be entitled to receive dividends, and whether such dividends shall be cumulative or non-cumulative and if cumulative the terms upon which such dividends shall be cumulative;

(iii) The price or prices and the time or times at and the manner in which the stock of such series shall be redeemable;

(iv) The rights to which the holders of stock of such series shall be entitled upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation;

(v) The terms, if any, upon which the stock of such series shall be convertible into, or exchangeable for, stock of any other class or classes or of any

other series of the same or any other class or classes, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any; and

(vi) Any other preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, in so far as they are not inconsistent with the provisions of the Certificate of Incorporation, as restated, and to the full extent now or hereafter permitted by the laws of the State of Delaware.

(d) All shares of Preferred Stock of any one series shall be identical to each other in all respects, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon, if cumulative, shall be cumulative.

(e) While any Preferred Stock is outstanding, no dividend shall be paid or declared and no distributions shall be made on the Common Stock, other than a dividend payable in Common Stock, unless (i) all dividends on the Preferred Stock accrued for all past quarterly or longer specified dividend periods and for the current quarterly

or longer specified dividend period shall have been paid or declared and provided for and (ii) all past sinking fund payments, if any, due with respect to all series of the Preferred Stock shall have been complied with. Subject to the foregoing, such dividends and distributions as may be determined by the Board of Directors may be declared and paid or distributed on the Common Stock from time to time, but only out of surplus and only if the value of the assets of the Corporation remaining after such payment or distribution is at least equal to the aggregate of its debts and liabilities, including capital.

(f) In the event of any liquidation, dissolution or winding up of the Corporation, the holders of Preferred Stock shall be entitled to receive out of the assets of the Corporation, remaining after paying or providing for all liabilities, before any distribution or payment shall be made to the holders of Common Stock, the amount or amounts fixed for each outstanding series of Preferred Stock in the resolution or resolutions of the Board of Directors establishing such series, and all remaining assets shall be distributed pro rata among the holders of Common Stock.

ARTICLE V

RIGHT OF CORPORATION TO PURCHASE SHARES OF COMMON STOCK
FROM HOLDERS THEREOF

SECTION 1. When Rights Arise. All shares of Common Stock shall be held subject to the conditions and restrictions set forth in this Certificate of Incorporation, the provisions of which shall apply equally to original holders and to transferees, and each holder of Common Stock by acceptance of a stock certificate therefor agrees with the Corporation and with each other holder of Common Stock, in consideration of such agreement by each such other holder, to such conditions and restrictions, including the following:

(a) In the event any holder who is required to be approved by the constitution or rules of the New York Stock Exchange, Inc. or any other securities exchange, board of trade, commodities exchange, clearing corporation or association, or similar

institution on which the Corporation has membership privileges (collectively referred to as the "Exchange") fails or ceases to be so approved, the Corporation shall have the right and option to purchase such number of shares of Common Stock from such holder as is necessary to reduce the number of shares of voting stock owned by such holder to one share below the level requiring such approval, such right of purchase to be for a period of 45 days from the date on which the Corporation first becomes aware of the fact that such holder has failed or ceased to be so approved.

(b) In the event that any parent of the Corporation within the meaning of the constitution and rules of the Exchange fails or ceases to satisfy the requirements of such constitution or rules with respect to a parent, the Corporation shall have the right and option to purchase such number of shares of Common Stock from such parent as is necessary to reduce the number of shares of voting stock owned by such parent

below the level which enables such parent to exercise a controlling influence over the management or policies of the Corporation, such right of purchase to be for a period of 45 days from the date on which the Corporation was advised that such parent ceased to satisfy such constitution or rules.

(c) In the event that any holder required to be approved by the constitution and rules of the Exchange proposes to sell or otherwise dispose of his shares of Common Stock, such holder shall notify the Corporation in writing to that effect, stating the number of shares proposed to be sold or otherwise disposed of, the name of the proposed purchaser or transferee, and the proposed sale price; and the Corporation shall have the right and option for 10 days after such notice to purchase all or any part of the shares so proposed to be sold, or if such holder fails to give such notice, the Corporation shall have the same right of purchase exercisable against the transferee for 10 days after it first is aware of any such sale of shares by such beneficial owner.

SECTION 2. Consideration to be Paid and Method of Exercising the Corporation's Right to

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Purchase. The consideration to be paid for shares of Common Stock and the method of exercising any right or option to purchase such shares pursuant to Article V shall be determined by the Board of Directors. Any dispute concerning the consideration for the Common Stock or method of exercising the right to purchase the Common Stock shall be submitted for arbitration to the New York Stock Exchange, Inc.

ARTICLE VI

POWERS OF BOARD OF DIRECTORS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized:

(a) Except as otherwise provided in the bylaws of the Corporation adopted by the incorporators, stockholders or Board of Directors, to make, alter, amend or repeal the bylaws of the Corporation. Any bylaw made by the incorporators, stockholders or Board of Directors may be altered, amended or repealed by the holders of Common Stock at any annual meeting or at any special meeting called for that purpose, but only upon obtaining the vote provided for in the

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bylaws.

(b) To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.

(c) To determine the use and disposition of any surplus and net profits of the Corporation, including the required amount of working capital, and to set apart out of any of the funds of the Corporation, whether or not available for dividends, such reserve or reserves as is deemed necessary for any proper purpose and to reduce or abolish any such reserve.

(d) To designate, by resolution passed by a majority of the whole Board of Directors, one or more committees consisting of two or more directors, which, to the extent provided in the resolution designating the committee or in the bylaws, shall have and may exercise the powers of the Board in the management of the business and affairs of the Corporation and may authorize the seal of the Corporation to be affixed to all papers which may require it; and to designate, by resolution passed by a majority of the whole Board, one or more committees

consisting of one or more directors and one or more persons who are not directors, which shall have such advisory functions as the Board may determine. Such committee or committees shall have such name or names as may be provided in the bylaws or as may be determined from time to time by resolution of the Board of Directors.

(e) To adopt pension, profit sharing or retirement plans or arrangements. No such plan, which is not at the time of adoption unreasonable or unfair, shall be invalidated or in any way affected because any director shall be a beneficiary thereunder or shall vote for any plan under which he may benefit.

(f) To exercise, in addition to the powers and authorities hereinbefore or by law conferred upon it, any such powers and authorities and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the laws of the State of Delaware and of this Certificate of Incorporation and to the bylaws.

ARTICLE VII

ELECTION OF DIRECTORS

Elections of directors need not be by written

ballot unless the bylaws of the Corporation shall so provide.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

(a) The Corporation may indemnify any person, made a party to an action by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that he, his testator or intestate, is or was a director or officer of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, or in connection with an appeal therein, except in relation to matters as to which such director or officer is adjudged to have breached his duty to the Corporation, provided, however, that such indemnification shall in no case include amounts paid in settling or otherwise disposing of a threatened action or a pending action with or without court approval, or expenses incurred in defending a threatened action or a pending action which is settled or otherwise disposed of without court approval.

(b) The Corporation may indemnify any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal.

brought to impose a liability or penalty on such person for an act alleged to have been committed by such person, his testator or intestate, as a director or officer of the Corporation or of any other corporation which he served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such director or officer acted, in good faith, for a purpose which he reasonably believed to be in the best interests of the Corporation and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his conduct was unlawful, provided, however, that the termination of any such civil or criminal action or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere, or its equivalent, shall not in itself create a presumption that any such director or officer did not act, in good faith, for a purpose which he reasonably believed to be in the best interests of the Corporation or that he had reasonable cause to believe that his conduct was unlawful.

(c) A person who has been wholly successful, on the merits or otherwise, in the defense of a civil or criminal

action or proceeding of the character described in paragraph (a) or (b) above shall be entitled to indemnification as authorized in such paragraphs. Except as provided in the preceding sentence, any indemnification under paragraph (a) or (b) above, unless ordered by a court, shall be made by the Corporation, if authorized in the specific case:

(1) By the Board of Directors acting by a quorum consisting of directors who are not parties to such action or proceeding upon a finding that the director or officer has met the standard of conduct set forth in paragraph (a) or (b) above, as the case may be, or

(2) If such a quorum is not obtainable with due diligence:

(A) By the Board of Directors upon the opinion in writing of independent legal counsel that indemnification is proper in the circumstances because the applicable standard of conduct set forth in such paragraphs has been met by such director or officer, or

(B) By the holders of Common Stock upon a finding that the director or officer has met the applicable standard of conduct set forth in such

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paragraphs.

(d) Expenses incurred in defending a civil or criminal action or proceeding may be paid by the Corporation in advance of the final disposition of such action or proceeding if authorized by the Board of Directors or the holders of Common Stock or counsel in accordance with paragraph (c), subject to repayment to the Corporation in case the person receiving such advancement is ultimately found, under the procedure set forth in this Article VIII, not to be entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced by the Corporation exceed the indemnification to which he is entitled.

(e) Nothing in this Article VIII shall affect the right of any person to be awarded indemnification, or during the pendency of litigation an allowance of expenses, by a court in accordance with law.

ARTICLE IX

COMPROMISE OR ARRANGEMENT BETWEEN CORPORATION AND ITS CREDITORS OR STOCKHOLDERS

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 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 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provision of Section 279 of Title 8 of the Delaware Code 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 a 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.

FOURTH: That this Restated Certificate of Incorporation was duly adopted by unanimous written consent of the stockholders in accordance with the applicable provisions of Section 228, 242 and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Bache Group Inc. has caused this certificate to be signed by John J. Curran, its Vice President and Secretary, and attested by Maryann Colotta, its Assistant Secretary, this 4th day of December, 1981.

BACHE GROUP INC.

By *John J. Curran*
Vice President and Secretary

ATTEST:

By *Maryann Colotta*
Assistant Secretary

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