

1. Name of Registrant Daniel J. Edelman, Inc.	2. Registration No. 3634
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3. This amendment is filed to accomplish the following indicated purpose or purposes:

- To correct a deficiency in
- Initial Statement
- Supplemental Statement for _____
- To give a 10-day notice of a change in information as required by Section 2(b) of the Act.
- Other purpose (specify) _____
- To give notice of change in an exhibit previously filed.

4. If this amendment requires the filing of a document or documents, please list-

Articles of Incorporation of Daniel J. Edelman, Inc.

5. Each item checked above must be explained below in full detail together with, where appropriate, specific reference to and identity of the item in the registration statement to which it pertains. If more space is needed, full size insert sheets may be used.

Attached please find documents fulfilling the requirements of Exhibit C in response to item 17(b) of the initial registration statement form for Daniel J. Edelman, Inc.

INTERNAL SECURITY
SECTION
REGISTRATION UNIT
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The undersigned swear(s) or affirm(s) that he has (they have) read the information set forth in this amendment and that he is (they are) familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his (their) knowledge and belief.

Brigid M. Redmer
Officer Manager

(Both copies of this amendment shall be signed and sworn to before a notary public or other person authorized to administer oaths by the agent, if the registrant is an individual, or by a majority of those partners, officers, directors or persons performing similar functions who are in the United States, if the registrant is an organization.)

Subscribed and sworn to before me at District of Columbia
this 17th day of March, 1985
Sharon D. Carley
(Notary or other officer)

My commission expires May 31, 1988

Handwritten: 775

INDEXED

PAGE

Certified Copy

CERTIFICATE OF INCORPORATION
OF

DANIEL J. EDELMAN AND ASSOCIATES, INC.

X RECEIVED FOR RECORD

JUL 1 1957

Edward R. Hensel, Recorder

STATE OF DELAWARE, } ss.
NEW CASTLE COUNTY, }

Recorded in the Recorder's Office at
Wilmington, in Incorporation Record
65 Vol. 227 Page &c., the
1st day of July
A. D., 1952 Witness my hand and official seal.

Edward R. Hensel
Recorder
Anthony J. Busch
Notary

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INTERNAL SECURITY
SECTION
REGISTRATION UNIT

CERTIFICATE OF INCORPORATION
OF

DANIEL J. EDELMAN AND ASSOCIATES, INC.

* * * * *

FIRST. The name of the corporation is

DANIEL J. EDELMAN AND ASSOCIATES, INC.

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 99, Delaware.

THIRD. The nature of the business, or objects or purposes to be transacted, promoted or carried on are:
To conduct a general public relations business in all of its branches, and to assist and advise in advertising, promoting and developing the businesses of other corporations, partnerships or individuals, and to formulate, prepare, develop and lay out plans, systems and methods to promote, increase and improve the production sales and public relations of business enterprises of all kinds, and to stimulate and improve employee participation and activity therein.

To establish, acquire, own, conduct and carry on a general advertising business, both as principal and agent and in connection therewith, but not in limitation thereof, to design, prepare, arrange and produce advertisements and publicity matter of every kind and description and to contract for, buy, sell and deal in advertising space, time, privileges and properties of every kind and description.

To manufacture, purchase or otherwise acquire, invest in, 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.

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.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

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 corporations, 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.

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.

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

To loan to any person, firm or corporation any of its surplus funds, either with or without security.

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 vetoed upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the General Corporation Law of the State of Delaware, 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.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is two thousand five hundred (2,500) and the par value of each of such shares is Ten Dollars (\$10.00) amounting in the aggregate to Twenty-Five Thousand Dollars (\$25,000.00).

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>
H. K. Webb	Wilmington, Delaware
H. C. Broadt	Wilmington, Delaware
A. D. Atwell	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 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 the resolution 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 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 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. 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 provisions 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 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.

ELEVENTH. In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any partnership or association shall be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in or is a director, member or officer of such other corporation or of such firm, association or partnership or is a party to or is pecuniarily or otherwise interested in such contract or other transaction or in any way connected with any person or persons, firm, association, partnership or corporation pecuniarily or otherwise interested therein; any director may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation for the purpose of authorizing any such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other corporation, firm, association or partnership.

TWELFTH. Meetings of stockholders may be held outside 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 the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by ballot unless the by-laws of the corporation shall so provide.

At all elections of directors of the corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for such provision as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or for any two or more of them as he may see fit.

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 pursuant to 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
1st day of July, A.D. 1957.

H. K. Webb (SEAL)

H. C. Broadt (SEAL)

A. D. Atwell (SEAL)

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

BE IT REMEMBERED that on this 1st day of
July, A.D. 1957, personally came before me, a Notary
Public for the State of Delaware, H. K. Webb,
H. C. Broadt and A. D. Atwell, all of the parties to the
foregoing certificate of incorporation, known to me per-
sonally to be such, and severally acknowledged the said cer-
tificate 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.

M. Ruth Kemmering
Notary Public

M. Ruth Kemmering
Notary Public
Appointed Feb. 12, 1957
State of Delaware
Term Two Years

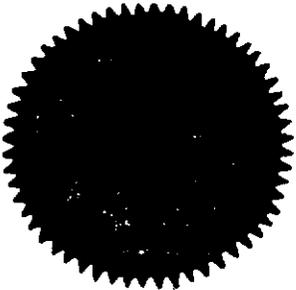
State of Delaware



Office of Secretary of State

J. John N. McDowell, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "DANIEL J. EDELMAN AND ASSOCIATES,
INC.", as received and filed in this office the first day of July, A.D.
1957, at 1 o'clock P.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this first day
of July in the year of our Lord
one thousand nine hundred and fifty-seven.



John N. McDowell
Secretary of State

M. D. Johnson

Asst. Secretary of State

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I, Leo J. Dugan, Jr., Recorder of
Deeds for New Castle County, Delaware, do hereby certify that Certified Copy of

Certificate of Amendment of "DANTEL J. EDELMAN AND ASSOCIATES, INC."

was received for record in this office on September 20, 1967
and the same appears of record in the Recorder's Office for said County.

Witness my hand and Official Seal, this twenty-first day of
September, A. D. 1967

Leo J. Dugan, Jr.
Recorder.

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

* * * * *

Daniel J. Edelman ^{And} Associates, Inc., 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 Daniel J. Edelman ^{And} Associates, Inc. be amended by changing the Article thereof numbered FIRST so that, as amended, said Article shall be and read as follows:

FIRST. The name of the corporation is DANIEL J. EDELMAN, INC.

SECOND. That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendment in accordance with the provisions of section 228 of The General Corporation Law of Delaware, and said written consent was filed with the corporation.

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 Delaware.

IN WITNESS WHEREOF, said Daniel J. Edelman ^{And} Associates, Inc. has caused its corporate seal to be hereunto affixed and this certificate to be signed by Daniel J. Edelman, its President, and Marguerite Larson, its Secretary, this 31st day of August, 1967.

AND
DANIEL J. EDELMAN & ASSOCIATES, INC.

By Daniel J. Edelman
President

By Marguerite Larson
Secretary



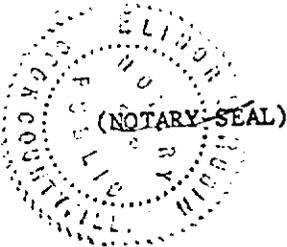
STATE OF ILLINOIS)
) SS.
COUNTY OF C O O K)

BE IT REMEMBERED that on this 31st day of August, A. D. 1967, personally came before me a Notary Public in and for the County and State aforesaid, Daniel J. Edelman, President of Daniel J. Edelman & Associates, Inc., 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 Daniel J. Edelman 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 and the facts stated therein are true; 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 corporation 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.



Notary Public



BY-LAWS

OF

DANIEL J. EDELMAN, INC.
(A Delaware corporation)

ARTICLE 1

OFFICES

Section 1.1. Registered Office. The registered office of the corporation in the State of Delaware shall be in the City of Wilmington, County of New Castle.

Section 1.2. Other Offices. The corporation may also have offices at such other places both within and without the State of Delaware as the board of directors may from time to time determine or the business of the corporation may require.

ARTICLE 2

MEETINGS OF STOCKHOLDERS

Section 2.1. Place of Meetings. Each meeting of the stockholders of the corporation shall be held at such place, within or without the State of Delaware, as the board of directors may designate prior to the giving of notice of such meeting, but if no such designation is made, then at the principal business office of the corporation.

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INTERNAL SECURITY
SECTION
REGISTERED

Section 2.2. Annual Meetings. An annual meeting of the stockholders of the corporation for the purposes of electing directors and transacting such other business as may properly be brought before the meeting shall be held at such time and at such place, either within or without the State of Delaware, as may from time to time be determined by the board of directors. In the absence of such a determination by the board of directors prior to fifteen (15) days before the second Monday in September of each year, such annual meeting shall be held on the second Monday in September at the hour of 10:00 A.M., Central Daylight Saving Time, unless a legal holiday, and if a legal holiday, then on the next succeeding business day which is not a legal holiday, at the office of the corporation in Chicago, Illinois. If, for any reason, said annual meeting shall not be held at the time herein provided, the same may be held at any time thereafter upon notice as hereinafter provided or the business thereof may be transacted at any special meeting called for that purpose.

Section 2.3. Special Meetings. Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute or by the certificate of

incorporation, may be called by the president or by the board of directors and shall be called by the secretary at the request in writing of the holders of outstanding shares of stock of the corporation having not less than seventy-five per cent (75%) of the voting power of all the outstanding stock of the corporation, provided that such request shall state the purpose or purposes of the proposed meeting and the day and hour at which such meeting shall be held. The president of the corporation shall select the place at which any such special meeting of stockholders shall be held.

Section 2.4. Notice of Stockholders' Meetings.

Unless otherwise prescribed by statute or by the certificate of incorporation, notice of each meeting of stockholders, stating the date, time and place thereof, and, in the case of special meetings, the purpose or purposes for which such meeting is called, shall be given to each stockholder entitled to vote thereat not more than fifty days and at least ten days before the date of the meeting.

Section 2.5. Lists of Stockholders. The officer who has charge of the stock ledger of the corporation shall prepare and make, at least ten days before each meeting of

stockholders, a complete list of the stockholders entitled to vote thereat, arranged in alphabetical order, and showing the address of and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the municipality where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where said meeting is to be held, and the list shall be produced and kept at the time and place of meeting during the whole time thereof, for inspection by any stockholder who may be present.

Section 2.6. Quorum and Adjournments. The holders of stock having a majority of the voting power of the issued and outstanding stock of the corporation entitled to vote thereat, when present in person or represented by proxy and entitled to vote thereat, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute or by the certificate of incorporation. If such quorum shall not be present or represented at any meeting of the

stockholders, the holders of a majority of the voting power present in person or represented by proxy at any such meeting shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting unless otherwise required by statute, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 2.7. Voting by Stockholders. When a quorum is present at any meeting, a majority of the voting power of the stock, the holders of which are present in person or represented by proxy, shall decide any question brought before such meeting, unless the question is one upon which by express provision of statute, the certificate of incorporation or these by-laws a different vote is required, in which case such express provision shall govern and control.

Section 2.8. Vote; Proxies. Each stockholder shall be entitled to such vote (in person or by proxy) for each share of stock having voting power held by such stockholder as shall be provided in the certificate of incorporation.

No proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period.

Section 2.9. Voting by Ballot. Voting on any question or in any election may be viva voce unless the presiding officer shall order that voting be by ballot.

Section 2.10. Informal Action. Any corporate action upon which a vote of stockholders is required or permitted may be taken without a meeting or vote of stockholders with the written consent of stockholders having not less than a majority of all of the stock entitled to vote upon the action if a meeting were held; provided that in no case shall the written consent be by holders having less than the minimum number of votes necessary to authorize or take such action required by statute for the proposed corporate action and provided that prompt notice be given to those stockholders who have not so consented in writing to the taking of corporate action without a meeting by less than unanimous written consent.

ARTICLE 3

DIRECTORS

Section 3.1. Number, Election and Term of Office.

The number of directors which shall constitute the whole

board shall be four. The directors shall be elected at the annual meeting of the stockholders, except as provided in Section 3.2 of this Article, and each director elected shall hold office until his successor is elected and qualified. Directors need not be stockholders.

Section 3.2. Vacancies. Vacancies occurring in the board of directors and newly-created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director, and any director so chosen shall hold office until the next annual election of directors and until his successor is duly elected and qualified.

Section 3.3. Powers. The business of the corporation shall be managed by its board of directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the certificate of incorporation or by these by-laws directed or required to be exercised or done by the stockholders.

Section 3.4. Place of Meetings; Mode. The place of any meeting of the board of directors may be either within or without the State of Delaware. Members

of the board of directors or any committee designated by the board, including the executive committee, may participate in a meeting of such board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such a meeting.

Section 3.5. Regular Meetings. A regular meeting of the board of directors shall be held immediately following the close of, and at the same place as, each annual meeting of stockholders. No notice of any such meeting shall be necessary in order legally to constitute the meeting, provided a quorum shall be present. In the event such meeting is not held at such time and place, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the board of directors, or as shall be specified in a written waiver signed by all of the directors. The board of directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

Section 3.6. Special Meetings. Special meetings of the board may be called by the president or any two directors on one day's notice to each director.

Section 3.7. Quorum. At all meetings of the board of directors, one-third of the number of directors then in office, but in no event less than two directors, shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the board of directors except as may be otherwise specifically provided by statute or by the certificate of incorporation. If a quorum shall not be present at any meeting of the board of directors, a majority of the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 3.8. Informal Action. Unless otherwise restricted by statute, the certificate of incorporation or these by-laws, any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof may be taken without a meeting, if a written consent thereto is signed by all the directors or by all the members

of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the board of directors or of such committee.

Section 3.9. Presumption of Assent. A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 3.10. Committees. In addition to the executive committee for which provision is made by Article 4 of these by-laws the board of directors may, by resolution passed by a majority of the whole board, designate one or more other committees (in addition to the executive committee), each committee to consist of one or more of the directors of the corporation, which,

to the extent provided in the resolution, shall have and may exercise the powers of the board of directors in the management of the business affairs of the corporation and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority of the board in reference to amending the certificate of incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution, or amending the by-laws of the corporation; and, unless the resolution or these by-laws expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the board of directors and the board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

Additionally, in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member.

Section 3.11. Committee Records. Each committee shall keep regular minutes of its meetings and report the same to the board of directors when required.

Section 3.12. Compensation. The directors may be paid their expenses, if any, of attendance at each meeting of the board of directors. The board, irrespective of any personal interest of any of its members, shall have authority to fix compensation of all directors for services to the corporation as directors, officers or otherwise. Members of special or standing committees may be allowed like compensation for attending committee meetings.

ARTICLE 4

Executive Committee

Section 4.1. Designation, Term and Vacancies.

The board, by resolution passed by a majority of the entire

board, may designate such number of its members, of which the president shall be one, as it may from time to time determine, to constitute an executive committee, and may designate one or more other directors to serve as alternates for the members thereof in such order and manner as may be fixed by the board. The term of office of each member of the executive committee shall be for a period beginning with the date of his designation and shall continue until the first regular meeting of the board after the next annual meeting of stockholders and until his successor shall have been designated; provided, however, any member of the executive committee may be removed or his office declared vacant at any time by the board without assigning (and without there existing) any reason or cause as the basis thereof. The president, or in his absence, a member of the executive committee selected by those present, shall preside at meetings of the executive committee, and the secretary of the corporation or, if the secretary of the corporation is not a member of the executive committee, a member of the executive committee designated by the members thereof shall be the secretary of the executive committee. In the event of the absence from any meeting of the secretary of the executive

committee, the member or members of the executive committee present at the meeting shall select a member of the executive committee to be secretary of the meeting.

Section 4.2. Powers. During the intervals between meetings of the board, the executive committee shall have, to the fullest extent permitted by law, but subject to any specific limitation imposed by the certificate of incorporation, these by-laws or a resolution of the board, all of the powers vested in or retained by the board (whether or not the executive committee is specifically mentioned in the statute, the provision of the certificate of incorporation or these by-laws, the resolution or other instrument vesting or retaining any such power) and such further specific powers as may from time to time be conferred upon the executive committee by resolution of the board; and the executive committee may exercise such powers in such manner as it shall deem for the best interests of the corporation in all cases in which specific directions shall not have been given by the board; provided, however, that the executive committee shall not have the power or authority of the board in reference to amending the certificate of incorporation, adopting an agreement of merger or consolidation,

recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution, or amending the by-laws of the corporation; but the executive committee shall have the power and authority to declare a dividend and to authorize the issuance of stock. All action taken by the executive committee shall be subject to revision or alteration by the board at the meeting of the board at which any such action has been reported to the board; provided, however, that such revision or alteration shall not affect any action taken by any officer or employee of the corporation, or by any third party, or any rights of third parties that have vested, in reliance upon any action or direction of the executive committee.

Section 4.3. Procedure, Meetings, Voting and Records. The executive committee may prescribe for the conduct of its business such rules and regulations, not inconsistent with these by-laws or with such resolutions for the guidance and control of the executive committee as may from time to time be passed by the board, as it shall deem necessary or desirable, including, without limitation,

rules fixing the time and place of meetings and the notice to be given thereof, if any. A majority of the members of the executive committee shall constitute a quorum. The adoption of any resolution or the taking of any other action shall require the affirmative vote of a majority of the whole executive committee as from time to time constituted. The executive committee shall keep minutes of its proceedings, and it shall report all action taken by it to the board at the meeting thereof held next after the taking of such action.

ARTICLE 5

OFFICERS

Section 5.1. Designation; Number; Election. The board of directors, at its initial meeting and thereafter at its first regular meeting after each annual meeting of stockholders, shall choose the officers of the corporation. Such officers shall be a president, one or more vice presidents (the number thereof to be determined by the board of directors), a secretary, a treasurer, and such assistant secretaries and assistant treasurers, if any, as the board of directors may choose. A vice president may be designated by the board of directors as the executive vice president.

The board of directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board.

Section 5.2. Salaries. The salaries of all officers and agents of the corporation chosen by the board of directors shall be fixed by the board of directors, and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the corporation.

Section 5.3. Term of Office; Removal; Vacancies. Each officer of the corporation chosen by the board of directors shall hold office until the first meeting of the board of directors following the next annual meeting of stockholders (or such meeting as is held in lieu of any such regularly scheduled annual meeting), or following the execution by the stockholders of a consent to the election of any directors in lieu of any such regularly scheduled annual meeting, and until his successor is chosen and qualifies or until his earlier death or resignation or removal in the manner hereinafter provided. Any officer or agent

chosen by the board of directors may be removed at any time by the affirmative vote of a majority of the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any vacancy occurring in any office of the corporation at any time or any new offices may be filled by the board of directors for the unexpired portion of the term.

Section 5.4. President. The president shall be the chief executive officer of the corporation, shall preside at all meetings of the stockholders and of the board of directors, and shall in general supervise and manage the business and affairs of the corporation. He may sign contracts and other documents within the ordinary scope of business and may sign, with the secretary or an assistant secretary or any other proper officer of the corporation thereunto authorized by the board of directors, certificates of stock of the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be

expressly delegated by the board of directors or by these by-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties usually incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 5.5. The Vice Presidents. In the absence of the president, or in the event of his disability, or inability to act, or to continue to act, the executive vice president, or in the event of a vacancy in the office of the executive vice president, or in the event that no executive vice president has been designated by the board of directors, or in the event of the absence of the executive vice president, or his disability, or his inability to act, or to continue to act, the vice presidents in the order designated by the board of directors, or, in the absence of such designation, in the order each shall have respectively held the office of vice president the longest period of time, shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The executive vice president or any vice president

may sign, with the secretary or an assistant secretary or any other proper officer of the corporation thereunto authorized by the board of directors, certificates for shares of stock of the corporation; and shall perform such other duties as from time to time may be assigned to him by the president or by the board of directors.

Section 5.6. The Treasurer. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board of directors shall determine. He shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositaries as shall be selected in accordance with the provisions of Article 8 of these by-laws; and (b) in general perform all the duties usually incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the board of directors.

Section 5.7. The Secretary. The secretary shall:

(a) keep the minutes of meetings of the stockholders, of the board of directors and of committees of the board of directors in one or more books provided for that purpose; (b) see that all notices of meetings of stockholders and of special meetings of the board of directors are duly given in accordance with the provisions of these by-laws or as required by statute; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; (d) keep a register of the post office address of each stockholder which shall be furnished to the secretary by such stockholder; (e) sign with the president, the executive vice president, or a vice president, certificates of stock of the corporation; (f) have general charge of the stock ledger books of the corporation; and (g) in general, perform all duties usually incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors.

Section 5.8. Assistant Treasurers and Assistant

Secretaries. The assistant treasurers shall, if required by the board of directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine. The assistant secretaries may sign with the president, the executive vice president, or a vice president, certificates of stock of the corporation. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer, or the secretary, respectively, or by the president or the board of directors.

ARTICLE 6

INDEMNIFICATION

Section 6.1. Indemnification of Directors and Officers. The corporation shall, to the fullest extent to which it is empowered to do so by the General Corporation Law of Delaware or any other applicable laws, as may from time to time be in effect, indemnify any person who was or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director

or officer of another corporation, partnership, joint venture, trust or other enterprise, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

Section 6.2. Contract with the Corporation. The provisions of this Article 6 shall be deemed to be a contract between the corporation and each director or officer who serves in any such capacity at any time while this Article and the relevant provisions of the General Corporation Law of Delaware or other applicable law, if any, are in effect, and any repeal or modification of any such law or of this Article 6 shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

Section 6.3. Indemnification of Employees and Agents. Persons who are not covered by the foregoing provisions of this Article 6 and who are or were employees or agents of the corporation, or are or were serving at the request of the corporation as employees or agents of another

corporation, partnership, joint venture, trust or other enterprise, may be indemnified to the extent authorized at any time or from time to time by the board of directors.

Section 6.4. Other Rights of Indemnification.

The indemnification provided or permitted by this Article 6 shall not be deemed exclusive of any other rights to which those indemnified may be entitled by law or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE 7

CERTIFICATES OF STOCK AND THEIR TRANSFER

Section 7.1. Form and Execution of Certificates.

Every holder of stock in the corporation shall be entitled to have a certificate, signed by, or in the name of the corporation by, the president, the executive vice president or a vice president, and by the treasurer or an assistant treasurer, or the secretary or an assistant secretary of the corporation, certifying the number of shares owned by him in the corporation. Such certificates shall be in such form as may be determined by the board of directors. During the period while more than one class of stock of the

corporation is authorized there will be set forth on the face or back of the certificates which the corporation shall issue to represent each class or series of stock a statement that the corporation will furnish, without charge to each stockholder who so requests, the designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights. Where a certificate is countersigned (1) by a transfer agent other than the corporation or its employee, or, (2) by a registrar other than the corporation or its employee, any other signature on such certificate may be facsimile. In case any officer, transfer agent or registrar who has signed, or whose facsimile signature has been used on, any such certificate shall cease to be such officer, transfer agent or registrar of the corporation before such certificate is issued by the corporation, such certificate may nevertheless be issued and delivered by the corporation as though the officer, transfer agent or registrar who signed such certificate or whose facsimile signature was used thereon had not ceased to be such officer, transfer agent or registrar of the corporation.

Section 7.2. Replacement Certificates. The board of directors may direct a new certificate to be issued in place of any certificate theretofore issued by the corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing such issue of a new certificate, the board of directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate, or his legal representative, to advertise the same in such manner as it shall require and/or to give the corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost, stolen or destroyed. The board of directors may delegate its authority to direct the issuance of new replacement stock certificates to the transfer agent or agents of the corporation upon such conditions precedent as may be prescribed by the board.

Section 7.3. Transfers of Stock. Upon surrender to the corporation or the transfer agent of the corporation

of a certificate for stock duly endorsed or accompanied by proper evidence of succession, assignment, or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books; provided the corporation or a transfer agent of the corporation shall not have received a notification of adverse interest and that the conditions of Section 8-401 of Title 5A of the Delaware Code have been met.

Section 7.4. Fixing Date for Determination of Stockholders of Record. In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock, or, for the purpose of any other lawful action, the board of directors may fix, in advance, a record date, which shall not be more than sixty nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action, and

in such case such stockholders and only such stockholders as shall be stockholders of record on the date so fixed shall be entitled to such notice of, and to vote at, such meeting and any adjournment thereof, or to receive payment of such dividend, or to receive such allotment of right, or to exercise such right, or to give such consent, as the case may be, notwithstanding the transfer of any stock on the books of the corporation after any such record date fixed as aforesaid.

Section 7.5. Registered Stockholders. The corporation shall be entitled to treat the holder of record (according to the books of the corporation) of any share or shares of stock as the holder in fact thereof and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other party whether or not the corporation shall have express or other notice thereof, except as expressly provided by the laws of Delaware.

Section 7.6. Transfer Agents and Registrars. The board of directors may from time to time appoint a transfer agent or a registrar or both in one or more cities; may require all certificates evidencing shares of stock of

the corporation to bear the signatures of a transfer agent or a registrar; and may provide that such certificates shall be transferable in more than one city.

ARTICLE 8

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 8.1. Contracts. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 8.2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 8.3. Checks, Drafts and Other Instruments. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness, issued in the name of the corporation shall be signed by such officer or officers, or by such agent or agents of the corporation and in such manner as from time to time may be determined by resolution of the board of directors.

Section 8.4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositaries as the board of directors may select.

ARTICLE 9

GENERAL PROVISIONS

Section 9.1. Dividends. Subject to any provisions of any applicable statute or of the certificate of incorporation, dividends may be declared upon the capital stock of the corporation by the board of directors at any regular or special meeting thereof; and such dividends may be paid in cash, property, or shares of the capital stock of the corporation.

Section 9.2. Reserves. Before payment of any dividends, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purpose as the directors shall think conducive to the interests of

the corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

Section 9.3. Voting of Stock of Other Corporations. In the absence of specific action by the board of directors, the president shall have authority to represent the corporation and to vote, on behalf of the corporation, the securities of other corporations, both domestic and foreign, held by the corporation.

Section 9.4. Notices. Notices to directors and stockholders shall be in writing and delivered personally or mailed to the directors or stockholders at their addresses appearing on the books of the corporation. Notice given by mail shall be deemed to be given at the time when the same shall be mailed. Notice to directors may also be given by telegram, and in such case shall be deemed to be given when the telegram is communicated to the telegraph company, or by telephone or similar communications equipment, and in such case shall be deemed to be given when received.

Section 9.5. Waiver of Notice. Whenever any notice is required to be given under the provisions of any statute or of the certificate of incorporation or of these by-laws, a waiver thereof in writing, signed by the person

or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance or presence of any person at any meeting of stockholders or directors shall constitute a waiver of notice of such meeting, except when the stockholder or director attends a meeting only for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because a meeting is not lawfully called or convened. Except as required by statute, certificate of incorporation or these by-laws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 9.6. Fiscal Year. The fiscal year of the corporation shall begin on the first day of July in each year and end on the last day of the next following June.

Section 9.7. Seal. The corporate seal shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Delaware". The seal may also have inscribed thereon the year in which the corporation was incorporated. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise applied.