

**AMENDED AND RESTATED
BY-LAWS
OF
APCO WORLDWIDE INC.**

TABLE OF CONTENTS

	Page
ARTICLE I STOCKHOLDERS.....	1
Section 1. Annual Meeting	1
Section 2. Special Meetings.....	1
Section 3. Notice of Meetings.....	1
Section 4. Quorum	1
Section 5. Organization of Meetings	1
Section 6. Voting	1
Section 7. Inspectors of Election	2
Section 8. Action by Consent of Stockholders in Lieu of Meeting	2
ARTICLE II DIRECTORS.....	2
Section 1. Number, Quorum, Term, Vacancies, Removal.....	2
Section 2. Meetings, Notice	3
Section 3. Committees	4
Section 4. Action without Meeting by Consent.....	4
Section 5. Compensation	4
ARTICLE III OFFICERS	4
Section 1. Titles and Election	4
Section 2. Terms of Office.....	4
Section 3. Removal	4
Section 4. Resignations.....	4
Section 5. Vacancies	5
Section 6. Chairman of the Board.....	5
Section 7. President.....	5
Section 8. Vice Presidents.....	5
Section 9. Secretary	5
Section 10. Treasurer	5
Section 11. Duties of Officers may be Delegated.....	6
ARTICLE IV CAPITAL STOCK	6
Section 1. Certificates	6
Section 2. Transfer	6
Section 3. Record Dates.....	6
Section 4. Lost Certificates	7
ARTICLE V CHECKS, NOTES, ETC.....	7
Section 1. Checks, Notes, Etc	7

TABLE OF CONTENTS

ARTICLE VI MISCELLANEOUS PROVISIONS7

Section 1. Offices.....7

Section 2. Fiscal Year7

Section 3. Corporate Seal.....7

Section 4. Books7

Section 5. Voting of Stock8

Section 6. Insurance8

ARTICLE VII AMENDMENTS8

Section 1. Amendments8

ARTICLE I

STOCKHOLDERS

Section 1. Annual Meeting. The annual meeting of the stockholders of the Corporation shall be held either within or without the State of Delaware, at such place as the Board of Directors may designate in the call or in a waiver of notice thereof, on the first Monday in January of each year beginning with the year 2006 (or if such day be a legal holiday, then on the next succeeding day not a holiday) at 10 a.m., for the purpose of electing directors and for the transaction of such other business as may properly be brought before the meeting.

Section 2. Special Meetings. Special Meetings of the stockholders may be called by the Board of Directors or by the President, and shall be called by the President or by the Secretary upon the written request of the holders of record of at least twenty-five per cent (25%) of the shares of stock of the Corporation, issued and outstanding and entitled to vote, at such times and at such place either within or without the State of Delaware as may be stated in the call or in a waiver of notice thereof.

Section 3. Notice of Meetings. Notice of the time and place of every meeting of stockholders, and in the case of a special meeting, the purpose or purposes thereof, shall be delivered personally, mailed or sent by facsimile or email not less than ten days nor more than sixty days previous thereto to each stockholder of record entitled to vote, at his post office address appearing upon the records of the Corporation or at such other postal address, facsimile number or email address as shall be furnished in writing by him to the Corporation for such purpose. Such further notice shall be given as may be required by law or by these By-Laws. Any meeting may be held without notice if all stockholders entitled to vote are present in person or by proxy, or if notice is waived in writing, either before or after the meeting, by those not present.

Section 4. Quorum. The holders of record of at least a majority of the shares of the stock of the Corporation, issued and outstanding and entitled to vote, present in person or by proxy, shall, except as otherwise provided by law or by these By-Laws, constitute a quorum at all meetings of the stockholders; if there be no such quorum, the holders of a majority of such shares so present or represented may adjourn the meeting from time to time until a quorum shall have been obtained.

Section 5. Organization of Meetings. Meetings of the stockholders shall be presided over by the Chairman of the Board, if there be one, or if he is not present by the President, or if he is not present, by a chairman to be chosen at the meeting. The Secretary of the Corporation, or in his absence an Assistant Secretary, shall act as Secretary of the meeting, if present.

Section 6. Voting. At each meeting of stockholders, except as otherwise provided by statute or the Certificate of Incorporation as amended ("Certificate of Incorporation"), every holder of record of stock entitled to vote shall be entitled to one vote in person or by proxy for each share or partial share of such stock standing in his name on the

records of the Corporation. Elections of directors shall be determined by a plurality of the votes cast thereat and, except as otherwise provided by statute, the Certificate of Incorporation, or these By-Laws, all other action shall be determined by a majority of the votes cast at such meeting. Each proxy to vote shall be in writing and signed by the stockholder or by his duly authorized attorney.

At all elections of directors, the voting shall be by ballot or in such other manner as may be determined by the stockholders present in person or by proxy entitled to vote at such election. With respect to any other matter presented to the stockholders for their consideration at a meeting, any stockholder entitled to vote may, on any question, demand a vote by ballot.

A complete list of the stockholders entitled to vote at each such meeting, arranged in alphabetical order, with the address of each, and the number of shares registered in the name of each stockholder, shall be prepared by the Secretary and 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 city 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 the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

Section 7. Inspectors of Election. The Board of Directors in advance of any meeting of stockholders may appoint one or more Inspectors of Election to act at the meeting or any adjournment thereof. If Inspectors of Election are not so appointed, the chairman of the meeting may, and on the request of any stockholder entitled to vote, shall appoint one or more Inspectors of Election. Each Inspector of Election, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of Inspector of Election at such meeting with strict impartiality and according to the best of his ability. If appointed, Inspectors of Election shall take charge of the polls and, when the vote is completed, shall make a certificate of the result of the vote taken and of such other facts as may be required by law.

Section 8. Action by Consent of Stockholders in Lieu of Meeting. Any action required or permitted to be taken at any meeting of stockholders may be taken without a meeting, without prior notice and without a vote, if, prior to such action, a written consent or consents thereto, setting forth such action, is signed by the holders of record of shares of the stock of the Corporation, issued and outstanding and entitled to vote thereon, having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

ARTICLE II

DIRECTORS

Section 1. Number, Quorum, Term, Vacancies, Removal. The Board of Directors of the Corporation shall consist of at least three but no more than twelve

persons. The number of directors may be changed by a resolution passed by a majority of the whole Board or by a vote of the holders of record of at least a majority of the shares of stock of the Corporation, issued and outstanding and entitled to vote.

A majority of the members of the Board of Directors then holding office (but not less than one-third of the total number of directors nor less than two directors) shall constitute a quorum for the transaction of business, but any action required or permitted to be taken at any meeting of the Board of Directors shall be approved by a vote of the majority of the members of the Board of Directors then holding office. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum shall have been obtained.

Directors shall hold office until the next annual election and until their successors shall have been elected and shall have qualified, unless sooner displaced.

Whenever any vacancy shall have occurred in the Board of Directors, by reason of death, resignation, or otherwise, other than removal of a director with or without cause by a vote of the stockholders, it shall be filled by a majority of the remaining directors, though less than a quorum (except as otherwise provided by law), or by the stockholders, and the person so chosen shall hold office until the next annual election and until his successor is duly elected and has qualified.

Any one or more of the directors of the Corporation may be removed either with or without cause at any time by a vote of the holders of record of at least a majority of the shares of stock of the Corporation, issued and outstanding and entitled to vote, and thereupon the term of the director or directors who shall have been so removed shall forthwith terminate and there shall be a vacancy or vacancies in the Board of Directors, to be filled by a vote of the stockholders as provided in these By-Laws.

Section 2. Meetings, Notice. Meetings of the Board of Directors shall be held at such place either within or without the State of Delaware, as may from time to time be fixed by resolution of the Board, or as may be specified in the call or in a waiver of notice thereof. Regular meetings of the Board of Directors shall be held at such times as may from time to time be fixed by resolution of the Board, and special meetings may be held at any time upon the call of two directors, the Chairman of the Board, if one be elected, or the President, by oral, telegraphic or written notice, duly served on or sent electronically or by facsimile or mailed to each director not less than two days before such meeting. A meeting of the Board may be held without notice immediately after the annual meeting of stockholders at the same place at which such meeting was held. Notice need not be given of regular meetings of the Board. Any meeting may be held without notice, if all directors are present, or if notice is waived in writing, either before or after the meeting, by those not present. Any member of the Board of Directors, or any committee thereof, may participate in a meeting by means of conference telephone, video conferencing or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting by such means shall constitute presence in person at such meeting.

Section 3. Committees. The Board of Directors may, in its discretion, by resolution passed by a majority of the whole Board, designate from among its members one or more committees which shall consist of one or more directors. The Board may designate one or more directors as alternate members of any such committee, who may replace any absent or disqualified member at any meeting of the committee. Such committees shall have and may exercise such powers as shall be conferred or authorized by the resolution appointing them. A majority of any such committee may determine its action and fix the time and place of its meetings, unless the Board of Directors shall otherwise provide. The Board shall have power at any time to change the membership of any such committee, to fill vacancies in it, or to dissolve it.

Section 4. Action without Meeting by Consent. 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 written consent or consents thereto is signed by all members of the Board, or of such committee as the case may be, and such written consent or consents is filed with the minutes of proceedings of the Board or committee.

Section 5. Compensation. The Board of Directors may determine, from time to time, the amount of compensation which shall be paid to its members. The Board of Directors shall also have power, in its discretion, to allow a fixed sum and expenses for attendance at each regular or special meeting of the Board, or of any committee of the Board; in addition the Board of Directors shall also have power, in its discretion, to provide for and pay to directors rendering services to the Corporation not ordinarily rendered by directors, as such, special compensation appropriate to the value of such services, as determined by the Board from time to time.

ARTICLE III

OFFICERS

Section 1. Titles and Election. The officers of the Corporation, who shall be chosen by the Board of Directors at its first meeting after each annual meeting of stockholders, shall be a President, a Treasurer and a Secretary. The Board of Directors from time to time may elect a Chairman of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers and such other officers and agents as it shall deem necessary, and may define their powers and duties. Any number of offices may be held by the same person.

Section 2. Terms of Office. The officer shall hold office until their successors are chosen and qualify.

Section 3. Removal. Any officer may be removed, either with or without cause, at any time, by the affirmative vote of a majority of the Board of Directors.

Section 4. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors or to the Secretary. Such resignation shall take

effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. If the office of any officer or agent becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the directors may choose a successor, who shall hold office for the unexpired term in respect of which such vacancy occurred.

Section 6. Chairman of the Board. The Chairman of the Board of Directors, if one be elected, shall preside at all meetings of the Board of Directors and of the stockholders, and he shall have and perform such other duties as from time to time may be assigned to him by the Board of Directors.

Section 7. President. The President shall be the Chief Executive Officer of the Corporation and, in the absence of the Chairman, shall preside at all meetings of the Board of Directors, and of the stockholders. She shall exercise the powers and perform the duties usual to the chief executive officer and, subject to the control of the Board of Directors, shall have general management and control of the affairs and business of the Corporation; she shall appoint and discharge employees and agents of the Corporation (other than officers elected by the Board of Directors) and fix their compensation; and she shall see that all orders and resolutions of the Board of Directors are carried into effect. She shall have the power to execute bonds, mortgages and other contracts, agreements and instruments of the Corporation, and shall do and perform such other duties as from time to time may be assigned to her by the Board of Directors.

Section 8. Vice Presidents. If chosen, the Vice Presidents, in the order of their seniority, shall, at the request of the President or in the absence or disability of the President, exercise all of the powers and duties of the President. Such Vice Presidents shall have the power to execute bonds, notes, mortgages and other contracts, agreements and instruments of the Corporation, and shall do and perform such other duties incident to the office of Vice President and as the Board of Directors, or the President shall direct.

Section 9. Secretary. The Secretary shall attend all sessions of the Board and all meetings of the stockholders and record all votes and the minutes of proceedings in a book to be kept for that purpose. She shall give, or cause to be given, notice of all meetings of the stockholders and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors. The Secretary shall affix the corporate seal to any instrument requiring it, and when so affixed, it shall be attested by the signature of the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer who may affix the seal to any such instrument in the event of the absence or disability of the Secretary. The Secretary shall have and be the custodian of the stock records and all other books, records and papers of the Corporation (other than financial) and shall see that all books, reports, statements, certificates and other documents and records required by law are properly kept and filed.

Section 10. Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys, and other

valuable effects in the name and to the credit of the Corporation, in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the directors whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

Section 11. Duties of Officers may be Delegated. In case of the absence or disability of any officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may delegate, for the time being, the powers or duties, or any of them, of such officer to any other officer, or to any director.

ARTICLE IV

CAPITAL STOCK

Section 1. Certificates. The interest of each stockholder of the Corporation shall be evidenced by certificates for shares of stock in such form as the Board of Directors may from time to time prescribe. The certificates of stock shall be signed by the President or a Vice President and by the Secretary, or the Treasurer, or an Assistant Secretary, or an Assistant Treasurer, and countersigned and registered in such manner, if any, as the Board of Directors may by resolution prescribe. Where any such certificate is countersigned by a transfer agent other than the Corporation or its employee, or registered by a registrar other than the Corporation or its employee, the signature of any such officer may be a facsimile signature. In case any officer or officers who shall have signed, or whose facsimile signature or signatures shall have been used on, any such certificate or certificates shall cease to be such officer or officers of the Corporation, whether because of death, resignation or otherwise, before such certificate or certificates shall have been delivered by the Corporation, such certificate or certificates may nevertheless be adopted by the Corporation and be issued and delivered as though the person or persons who signed such certificate or certificates or whose facsimile signature or signatures shall have been used thereon had not ceased to be such officer or officers of the Corporation.

Section 2. Transfer. The shares of stock of the Corporation shall be transferred only upon the books of the Corporation by the holder thereof in person or by his attorney, upon surrender for cancellation of certificates for the same number of shares, with an assignment and power of transfer endorsed thereon or attached thereto, duly executed, with such proof of the authenticity of the signature as the Corporation or its agents may reasonably require.

Section 3. Record Dates. The Board of Directors may fix in advance a date, not less than ten nor more than sixty days preceding the date of any meeting of stockholders, or the date for the payment of any dividend, or the date for the distribution or allotment of any rights, or the date when any change, conversion or exchange of capital stock shall go into effect, as a record date for the determination of the stockholders entitled to notice of, and to vote at, any such meeting, or entitled to receive payment of any such dividend, or to

receive any distribution or allotment of such rights, or to exercise the rights in respect of any such change, conversion or exchange of capital stock, and in such case 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, or to receive payment of such dividend, or to receive such distribution or allotment or rights or to exercise such rights, as the case may be, notwithstanding any transfer of any stock on the books of the Corporation after any such record date fixed as aforesaid.

Section 4. Lost Certificates. In the event that any certificate of stock is lost, stolen, destroyed or mutilated, the Board of Directors may authorize the issuance of a new certificate of the same tenor and for the same number of shares in lieu thereof. The Board may in its discretion, before the issuance of such new certificate, require the owner of the lost, stolen, destroyed or mutilated certificate, or the legal representative of the owner to make an affidavit or affirmation setting forth such facts as to the loss, destruction or mutilation as it deems necessary, and to give the Corporation a bond in such reasonable sum as it directs to indemnify the Corporation.

ARTICLE V

CHECKS, NOTES, ETC.

Section 1. Checks, Notes, Etc. All checks and drafts on the Corporation's bank accounts and all bills of exchange and promissory notes, and all acceptances, obligations and other instruments for the payment of money, may be signed by the President and may also be signed by such other officer or officers, agent or agents, as shall be authorized from time to time by the Board of Directors to do so.

ARTICLE VI

MISCELLANEOUS PROVISIONS

Section 1. Offices. The registered office of the Corporation shall be located at the office of The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, in the State of Delaware and said corporation shall be the registered agent of this Corporation in charge thereof. The Corporation may have other offices either within or without the State of Delaware at such places as shall be determined from time to time by the Board of Directors or the business of the Corporation may require.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors.

Section 3. Corporate Seal. The seal of the Corporation shall be circular in form and contain the name of the Corporation, and the year and state of its incorporation. Such seal may be altered from time to time at the discretion of the Board of Directors.

Section 4. Books. There shall be kept at such office of the Corporation as the Board of Directors shall determine, within or without the State of Delaware,

correct books and records of account of all its business and transactions, minutes of the proceedings of its stockholders, Board of Directors and committees, and the stock book, containing the names and addresses of the stockholders, the number of shares held by them, respectively, and the dates when they respectively became the owners of record thereof, and in which the transfer of stock shall be registered, and such other books and records as the Board of Directors may from time to time determine.

Section 5. Voting of Stock. Unless otherwise specifically authorized by the Board of Directors, all stock of other companies owned by the Corporation, shall be voted, in person or by proxy, by the President of the Corporation, or by such other officer or officers as shall be authorized from time to time by the Board of Directors, on behalf of the Corporation.

Section 6. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of or participant in another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under its Certificate of Incorporation, Section 145 of the General Corporation Law of the State of Delaware or otherwise.

ARTICLE VII

AMENDMENTS

Section 1. Amendments. The vote of the holders of at least a majority of the shares of stock of the Corporation, issued and outstanding and entitled to vote, shall be necessary at any meeting of stockholders to amend or repeal these By-Laws or to adopt new by-laws. These By-Laws may also be amended or repealed, or new by-laws adopted, at any meeting of the Board of Directors by the vote of at least a majority of the entire Board; provided that any by-law adopted by the Board may be amended or repealed by the stockholders in the manner set forth above.

Any proposal to amend or repeal these By-Laws or to adopt new by-laws shall be stated in the notice of the meeting of the Board of Directors or the stockholders, or in the waiver of notice thereof, as the case may be, unless all of the directors or the holders of record of all of the shares of stock of the Corporation, issued and outstanding and entitled to vote, are present at such meeting.

Exhibit A

**AMENDMENT NO.1 to AMENDED AND RESTATED BY -LAWS OF
APCO WORLDWIDE INC.**

Section 1 of the Amended and Restated By-Laws of APCO Worldwide Inc. is hereby amended to change the date of the annual meeting from the first Monday in January each year to the fourth Monday in January each year by deleting Section 1 in its entirety and substituting it with the following:

“Section 1. Annual Meeting. The annual meeting of the stockholders of the Corporation shall be held either within or without the State of Delaware, at such place as the Board of Directors may designate in the call or in a waiver of notice thereof, on the fourth Monday in January of each year beginning with the year 2006 (or if such day be a legal holiday, then on the next succeeding day not a holiday) at 10 a.m., for the purpose of electing directors and for the transaction of such other business as may properly be brought before the meeting.”

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State of Delaware
Secretary of State
Division of Corporations
Delivered 11:30 AM 03/24/2005
FILED 11:30 AM 03/24/2005
SRV 050242667 - 2267078 FILE

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
APCO WORLDWIDE INC.

APCO Worldwide Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies that:

1. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on the 27th day of June, 1991, its original name was APCO Associates Inc. and an amendment to such Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on 27th day October, 2000 (together, the "Original Certificate of Incorporation").

2. Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware (the "DGCL"), this Amended and Restated Certificate of Incorporation of the Corporation ("Amended and Restated Certificate of Incorporation") has been duly adopted in accordance therewith, and amends, restates and integrates the provisions of the Original Certificate of Incorporation of the Corporation.

3. The text of the Original Certificate of Incorporation is amended and restated by this Amended and Restated Certificate of Incorporation to read as herein set forth in full.

FIRST: The name of the corporation is APCO Worldwide Inc. (the "Corporation").

SECOND: The registered office and registered agent of the Corporation in the State of Delaware is The Corporation Trust Company, located at 1209 Orange Street, County of New Castle, City of Wilmington, state of Delaware 19801.

THIRD: The purpose of the Corporation is to engage, directly or indirectly, in any lawful act or activity for which corporations may now or hereafter be organized under the DGCL as from time to time in effect and to possess and exercise all of the powers and privileges granted by the DGCL.

FOURTH:

A. Capital Stock.

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 23,000 shares of Common Stock, par value \$1.00 per share (the "Common Stock"). The Common Stock shall consist of (i) [REDACTED] shares of Class A (Voting) Common Stock (the "Voting Common Stock"), (ii) [REDACTED] shares of Class B (Non-Voting) Common Stock (the "Non-Voting Common Stock").

Effective upon the filing of this Amended and Restated Certificate of Incorporation, each issued and outstanding share of Common Stock will be converted into 298.56667 shares of Class A (Voting) Common Stock, par value \$1.00 per share. Each holder of one (1) share of Common Stock at such time will, without any further action on the part of any person, immediately thereafter hold 298.56667 shares of Class A (Voting) Common Stock.

Promptly after the filing of this Amended and Restated Certificate of Incorporation, the Corporation shall deliver to the holders of issued and outstanding Common Stock a certificate or certificates representing the number of shares of Class A (Voting) Common Stock issuable by reason of such conversion in the names of such holders. This issuance of certificates of shares of Class A (Voting) Common Stock upon the conversion of Common Stock shall be made without any charge for any issuance tax in respect thereof or other cost incurred by the Corporation in connection with such conversion and the related issuance of shares of Class A (Voting) Common Stock.

No fractional shares of Class A (Voting) Common Stock shall be created or outstanding upon the conversion of Common Stock. Any holder of Class A (Voting) Common Stock who by reason of the conversion of Common Stock would have been entitled to receive a fraction of a share of Class A (Voting) Common Stock shall receive only the nearest whole share, with .5 share or more fractional shares being rounded up to the next whole share.

B. Common Stock. The voting powers, rights and qualifications, limitations or restrictions of each class of the Common Stock shall be identical in all respects except as otherwise set forth below. There follows certain specific rights, qualifications, limitations and restrictions pertaining to the various classes and series of Common Stock:

1. **Dividends.** Subject to the provisions of law and the rights, if any, of the holders of any outstanding class or series of Preferred Stock, no dividends or other distributions, whether payable in securities, in cash, in property or in shares of capital stock of the Corporation shall be declared or paid on the shares of any class or series of Common Stock unless an Equivalent Dividend (as hereinafter defined) per share is declared and paid on outstanding shares of all other classes or series of Common Stock. An "Equivalent Dividend" when used with reference to a dividend or distribution declared or paid on any class or series of Common Stock, shall mean a dividend in the same form and per share amount that is paid on another class or series of Common Stock, except that each class or series of Common Stock shall be considered to be identical to each other class or series in the case of dividends or distributions payable in capital stock or in debt or securities exchangeable or exercisable for, or convertible into, capital stock.

2. **Liquidation.** Subject to the provisions of law and the rights, if any, of the holders of any outstanding class or series of Preferred Stock or any class or series of stock having a preference over or right to participate with the Common Stock, in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the assets available for distribution to the holders of Common Stock shall be distributed to each of the holders of shares of all classes and series of Common Stock ratably on the basis of the number of shares held by such holder, without any preference or priority of any class or series over any other class or series.

3. **Voting.** (a) Except as otherwise required by law, the holders of shares of Voting Common Stock shall have one vote per share on all matters on which holders of Common Stock shall have the right or otherwise be entitled to vote upon. Except as otherwise provided by law, the holders of shares of Non-Voting Common Stock shall have no right to vote on any matter presented to the stockholders of the Corporation, and the Non-Voting Common Stock shall not be included in determining the number of shares voting or entitled to vote on such matters.

(b) If the holders of any shares of Non-Voting Common Stock are entitled, by reason of applicable law, to vote on any matter, either as a separate class or together with the holders of shares of Voting Common Stock, then, unless prohibited by applicable law, the holders of the shares of Voting Common Stock shall also have the right to vote, separately as a single class, thereon.

4. **Conversion.** (a) Upon the sale of Common Stock through an underwritten public offering pursuant to an effective registration statement filed with the Securities and Exchange Commission, each outstanding share of Non-Voting Common Stock shall automatically convert into, and shall thereupon be and become (without the necessity of any further action to be taken by the Corporation), one share of Voting Common Stock (an "IPO Conversion"); provided, however, that no IPO Conversion shall occur, and the provisions of this Article Fourth, Section 4, shall be without effect, with respect to any public offering of shares of Common Stock if, prior to the consummation of such offering, the Board of Directors of the Corporation shall have determined by resolution that such IPO Conversion would result in a change of control or a breach of or default under any contract, agreement or instrument relating to the indebtedness of the Corporation or would give rise to an obligation to repay, repurchase, redeem, or otherwise discharge any such indebtedness or evidence thereof, or to offer to do any of the foregoing, except, in any such case, with respect to indebtedness that will be refinanced or repaid in connection with, and as a condition to, such offering.

(b) The Board of Directors of the Corporation is hereby expressly authorized, by resolution or resolutions, to provide for additional circumstances under which each outstanding share of Non-Voting Common Stock shall automatically convert into, and shall thereupon be and become (without the necessity of any further action to be taken by the Corporation), one share of Voting Common Stock.

FIFTH:

1. The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors, except as otherwise provided by law. The number of directors constituting the Board of Directors shall be fixed from time to time by, or in the manner provided in, the By-laws of the Corporation. Election of Directors need not be by written ballot unless the By-laws of the Corporation shall so provide. A director shall hold office until the annual meeting for the year in which his term expires and until his successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office. Any newly created directorship on the Board of Directors that results from an increase in the number of directors and any vacancy occurring in the Board of Directors shall be filled only by a majority of the directors then in office, although less than a quorum, or by a

sole remaining director. Any director elected to fill a vacancy not resulting from an increase in the number of directors shall have the same remaining term as that of his predecessor.

2. The Board of Directors of the Corporation shall be authorized to make, amend, alter, change, add to or repeal the By-Laws of the Corporation in any manner not inconsistent with the laws of the State of Delaware, subject to the power of the stockholders of the Corporation to amend, alter, change, add to or repeal the By-Laws made by the Board of Directors of the Corporation.

SIXTH:

1. To the fullest extent permitted by the laws of the State of Delaware:

(a) the Corporation shall indemnify any person (and such person's heirs, executors or administrators) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (brought in the right of the Corporation or otherwise), whether civil, criminal, administrative or investigative, and whether formal or informal, including appeals, by reason of the fact that such person (i) is or was a director or officer of the Corporation or a wholly-owned subsidiary of the Corporation, or (ii) while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, limited liability company or other enterprise, or (iii) while an employee of the Corporation, is or was serving at the request of the Corporation as a director of another corporation, for and against all expenses (including attorneys' fees), judgments, fines, penalties and amounts paid in settlement actually and reasonably incurred by such person or such heirs, executors or administrators in connection with such action, suit or proceeding, including appeals. Notwithstanding the preceding sentence, the Corporation shall be required to indemnify a person described in such sentence in connection with any action, suit or proceeding (or part thereof) commenced by such person only if the commencement of such action, suit or proceeding (or part thereof) by such person was authorized by the Board of Directors of the Corporation. The Corporation may indemnify any person (and such person's heirs, executors or administrators) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (brought in the right of the Corporation or otherwise), whether civil, criminal, administrative or investigative, and whether formal or informal, including appeals, by reason of the fact that such person is or was an employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, limited liability company or other enterprise, for and against all expenses (including attorneys' fees), judgments, fines, penalties and amounts paid in settlement actually and reasonably incurred by such person or such heirs, executors or administrators in connection with such action, suit or proceeding, including appeals.

(b) the Corporation (i) shall promptly pay expenses incurred by any person described in the first and second sentences of subsection (a) of this Article Sixth, Section 1 and (ii) may pay expenses incurred by any person whom the Corporation has determined to indemnify pursuant to the third sentence of subsection (a) of this Article Sixth, Section 1, in each case in defending or bringing any action, suit or proceeding in advance of the final disposition of

such action, suit or proceeding, including appeals, upon presentation of appropriate documentation.

(c) The Corporation may purchase and obtain insurance on behalf of any person described in subsection (a) of this Article Sixth, Section 1 against any liability asserted against such person, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article Sixth, Section 1 or otherwise.

(d) The provisions of this Article Sixth, Section 1 shall be applicable to all actions, claims, suits or proceedings made or commenced after the adoption hereof, whether or not arising from acts or omissions to act occurring before or after the adoption hereof. The provisions of this Article Sixth, Section 1 shall be deemed to be a contract between the Corporation and each director or officer who serves in such capacity at any time while this Article Sixth, Section 1 and the relevant provisions of the laws of the State of Delaware and other applicable law, if any, are in effect, and any repeal or modification hereof shall not affect any rights or obligations then existing with respect to any state of facts or any action, suit or proceeding then or theretofore existing, or any action, suit or proceeding thereafter brought or threatened based in whole or in part on any such state of facts. If any provisions of this Article Sixth, Section 1 shall be found to be invalid or limited in application by reason of any law or regulation, such finding shall not affect the validity of the remaining provisions hereof. The rights of indemnification provided in this Article Sixth, Section 1 shall neither be exclusive of, nor be deemed in limitation of, any rights to which an officer, director, employee or agent of the Corporation may otherwise be entitled or permitted by contract, this Amended and Restated Certificate of Incorporation, vote of the stockholders or directors of the Corporation or otherwise, or as a matter of law, both as to actions in such person's official capacity and actions in any other capacity while holding such office, it being the policy of the Corporation that indemnification of any person whom the Corporation is obligated to indemnify pursuant to the first sentence of subsection (a) of this Article Sixth, Section 1 shall be made to the fullest extent permitted by law.

2. A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

SEVENTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the DGCL) 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.

EIGHTH: 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.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been signed by a duly authorized officer of the Corporation this 21st day of March, 2005.

APCO WORLDWIDE INC.

By: Judith S. Sapiro
Name: Judith S. Sapiro
Title: Senior Vice President, General Counsel &
Secretary