
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 1, 2014

DOVER CORPORATION
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other Jurisdiction
of Incorporation)

1-4018
(Commission
File Number)

53-0257888
(I.R.S. Employer
Identification No.)

3005 Highland Parkway
Downers Grove, Illinois 60515
(Address of Principal Executive Offices)

(630) 541-1540
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.03 Material Modification to Rights of Security Holders.

The information set forth in Items 5.03 and 5.07 of this Current Report on Form 8-K is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or By-Laws; Change in Fiscal Year.

As discussed below, at the Annual Meeting of Shareholders of Dover Corporation (the “Company”), held on May 1, 2014, the Company’s shareholders approved an amendment to Article 14 of the Company’s Restated Certificate of Incorporation and approved an amendment to Section 3 of Article II of the Company’s By-Laws. Following the Annual Meeting of Shareholders, the Company’s Board of Directors, also on May 1, 2014, approved the further restatement of the Company’s Restated Certificate of Incorporation so as to integrate into a single document the Restated Certificate of Incorporation, the amendment to Article 14 thereof and Certificates of Correction thereto previously filed with the Secretary of State’s office of the State of Delaware. The Board of Directors also approved the restatement of the Company’s By-Laws to integrate into the By-Laws the amendment to Section 3 of Article II thereof approved by the shareholders at the Annual Meeting.

The Fourth Restated Certificate of Incorporation (as filed with the Secretary of State’s Office of the State of Delaware and effective on May 2, 2014) and the Restated By-Laws (as effective as of May 1, 2014) are attached hereto as Exhibits 3(i)(a) and 3(ii)(a), respectively.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its Annual Meeting of Shareholders on May 1, 2014, at which meeting the shareholders:

- elected the twelve directors listed below;
- ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for 2014;
- reapproved the performance criteria under the Executive Officer Annual Incentive Plan as required periodically under Section 162(m) of the Internal Revenue Code;
- approved, on an advisory basis, named executive officer compensation;
- approved amendments to Article 14 of the Company’s Restated Certificate of Incorporation eliminating the super-majority voting requirements in Article 14; and
- approved an amendment to Section 3 of Article II of the Company’s By-Laws to permit shareholders to call a special meeting.

The shareholders also voted on proposals to amend Articles 15 and 16 of the Company’s Restated Certificate of Incorporation to eliminate the super-majority voting requirement to amend such Articles. Those proposals did not pass, as passage required the affirmative vote of at least 80% of the outstanding shares of common stock. The proposals to amend Articles 15 and 16 received the affirmative vote of 76.6% and 76.6% of the outstanding shares of common stock, respectively.

The breakdown of the shareholder votes on these matters is listed below:

1. Election of directors:

Director	For	Against	Abstain	Broker Non-Vote
Robert W. Cremin	130,734,099	618,359	341,137	13,977,421
Jean-Pierre M. Ergas	128,840,275	2,514,925	338,395	13,977,421
Peter T. Francis	130,856,406	505,786	331,403	13,977,421
Kristiane C. Graham	128,996,488	2,360,719	336,388	13,977,421
Michael F. Johnston	131,145,436	214,242	333,917	13,977,421
Robert A. Livingston	130,880,543	488,392	324,660	13,977,421
Richard K. Lochridge	128,495,980	2,865,638	331,977	13,977,421
Bernard G. Rethore	129,183,397	2,168,081	342,117	13,977,421
Michael B. Stubbs	129,268,924	2,089,099	335,572	13,977,421
Stephen M. Todd	131,211,289	145,221	337,085	13,977,421
Stephen K. Wagner	131,159,444	193,300	340,851	13,977,421
Mary A. Winston	130,938,178	418,157	337,260	13,977,421

2. Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2014:

For	Against	Abstain	Broker Non-Vote
143,625,077	1,688,393	357,546	0

3. Proposal to reapprove the performance criteria of the Executive Officer Annual Incentive Plan:

For	Against	Abstain	Broker Non-Vote
128,237,174	3,044,006	412,415	13,977,421

4. Proposal to approve, on an advisory basis, named executive officer compensation:

For	Against	Abstain	Broker Non-Vote
124,342,858	6,662,742	687,995	13,977,421

5. Proposal to approve amendments to Article 14 of the Company's Restated Certificate of Incorporation (Elimination of super-majority voting requirements in Article 14):

For	Against	Abstain	Broker Non-Vote
130,217,226	1,042,481	433,888	13,977,421

6. Proposal to approve amendments to Article 15 of the Company's Certificate of Incorporation (Elimination of super-majority voting requirement to amend Article 15):

For	Against	Abstain	Broker Non-Vote
130,226,377	1,031,539	435,679	13,977,421

7. Proposal to approve amendments to Article 16 of the Company's Restated Certificate of Incorporation (Elimination of super-majority voting requirement to amend Article 16):

For	Against	Abstain	Broker Non-Vote
130,228,092	1,030,323	435,180	13,977,421

8. Proposal to approve an amendment to the Company's By-Laws to permit shareholders to call a special meeting:

For	Against	Abstain	Broker Non-Vote
131,168,821	135,622	389,152	13,977,421

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are filed as part of this report:

<u>Exhibit No.</u>	<u>Description</u>
3(i)(a)	Fourth Restated Certificate of Incorporation of the Company (as filed with the Secretary of State's Office of the State of Delaware on May 2, 2014).
3(ii)(a)	Restated By-Laws of the Company, effective as of May 1, 2014.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 6, 2014

DOVER CORPORATION
(Registrant)

By: /s/ Ivonne M. Cabrera

Ivonne M. Cabrera

Senior Vice President, General Counsel & Secretary

EXHIBIT INDEX

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FOURTH RESTATED CERTIFICATE OF INCORPORATION
OF
DOVER CORPORATION

Dover Corporation, a Delaware corporation (hereinafter called the "corporation"), hereby certifies:

1. The name of the corporation is Dover Corporation. The date of filing of the original Certificate of Incorporation of the corporation with the Secretary of State of the State of Delaware was April 22, 1947. The corporation was originally incorporated under the name Rotary Equipment Company.

2. This Fourth Restated Certificate of Incorporation of the corporation only restates and integrates and does not further amend the provisions of the Restated Certificate of Incorporation of the corporation as theretofore amended or supplemented and there is no discrepancy between the provisions of the Restated Certificate of Incorporation as theretofore amended and supplemented and the provisions of this Fourth Restated Certificate of Incorporation.

3. The Restated Certificate of Incorporation of the corporation is hereby integrated and restated to read in its entirety as follows:

FIRST: The name of the corporation is DOVER CORPORATION.

SECOND: The registered office of the corporation in the State of Delaware is located at The Prentice-Hall Corporation System Inc., 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, County of New Castle. The name of the registered agent in charge thereof is The Prentice-Hall Corporation System, Inc.

THIRD: The nature of the business of the corporation and the objects or purposes to be transacted, promoted or carried on by it are as follows:

(a) To manufacture, purchase or otherwise acquire, own, sell, assign, lease or otherwise transfer and convey, distribute, import, export and otherwise trade and deal in and with machines and machinery of all kinds including oil well supplies, mining machinery, harvesting machinery and all kinds of appliances, parts, accessories, supplies, attachments and equipment, instruments and devices of every kind and nature consisting or partly consisting of iron, steel, manganese, nickel, copper, coal, coke, lumber or other metals; to own, purchase, sell, acquire, and deal in any and all appliances for the manufacturing of machinery; and to manufacture and otherwise prepare and deal in and with any material, machinery, appliances or supplies necessary or incidental to the manufacture of machinery, both at wholesale and retail; to own, hold, sell, manage and operate buildings, machinery, structures, appliances and other property, useful in the manufacture and disposal of machinery; to acquire, own, lease, occupy or develop any land containing coal, iron, manganese, oil and gas and other minerals; to construct bridges, buildings, engines, cars and other equipment; and to do and perform all other acts and things necessary or incidental to the purposes heretofore set out.

(b) To design, manufacture, assemble, sell, lease, license, distribute, install, service, import, export and otherwise deal in and with piston rings and all other kinds of articles used in the manufacture, repair or maintenance of all kinds of engines and motors, castings and forgings made of iron, steel or any other metals or substitutes therefor, metallic or other packings, and machines, machinery, devices, equipment, appliances, instruments, accessories, supplies and hardware of all kinds; to develop and perfect metals and processes of die castings; to design, make, sell and deal in and with all kinds of cast metal articles and parts; and generally to carry on any business relating to the production and working of metals and substitutes therefor.

(c) To manufacture, erect, build, furnish, equip, construct, inspect, repair, maintain, operate, buy, sell and deal in and deal with elevators, conveyors and all kinds of lifts, hoisting machinery and means and methods of vertical transportation and all other kinds of machinery and appliances, either as principal or through agents, including the acquisition by purchase, manufacture or otherwise and disposition of all materials, supplies, parts, machinery and other articles necessary or convenient for use in connection with and in carrying on the business herein mentioned, or any part thereof; to engage in the business of buying, selling and dealing with goods, wares and merchandise, machinery, apparatuses, devices and appliances used in, on or in connection with the manufacture, construction, installation, inspection, repairing and maintaining of elevators, conveyors, lifts and hoisting devices or machinery of any and of all kinds or otherwise; to manufacture, purchase or otherwise acquire, hold, own, mortgage, sell, assign and transfer, invest, trade, deal in and with any and all kinds of engines, dynamos, generators, pumps and any and all kinds of machinery, implements or articles of manufacture, and any and all kinds of mechanical apparatuses in any and all countries, domestic and foreign.

(d) To carry on the business of consulting and contracting engineers; to design and supervise the production, installation, operation and repair of and give advice concerning engines, machinery, plants, buildings, equipment, processes, appliances, methods and works and construction of all kinds whatsoever, and to undertake and perform contracts for the installation, management, construction and erection of the same.

(e) To purchase, acquire, own, lease, mortgage, establish, design, construct, install, equip, use, sell, develop, operate, improve, repair, manage, control and maintain factories, furnaces, shops, manufacturing plants, mills, converters, refineries, fuel plants, lining plants, laboratories, warehouse storage buildings, stores, buildings and all other works and conveniences necessary or incidental to carrying out the objects and purposes of this corporation.

(f) To carry on the business of mechanical and electrical engineers, iron and brass founders, iron masters, builders, contractors, millwrights, machinists, metallurgists, metal workers, iron and steel converters, smiths and manufacturers of and dealers in machinery, engines, motors, implements, appliances and things of every nature and kind.

(g) To carry on any business relating to the production and working of metals and the production, manufacture and preparation of any other metals which may be useful or conveniently combined with the manufacturing or engineering business of the company or any contracts undertaken by the company and either for the purpose only of such contracts or as an independent business.

(h) To prospect, drill and mine for, develop, produce, refine, transport, use, acquire, sell, lease, export, import and otherwise deal in and with, in the United States and elsewhere, petroleum, gas, and any and all other minerals and mineral products; to acquire, own, operate, and deal in and with oil, gas and mineral wells, refineries, mines, machinery, and transportation and other equipment and apparatus in connection therewith; to manage, control and exploit oil, gas and mineral interests and to collect the revenue arising therefrom; and, in connection with or to further all of the foregoing, to acquire, own, operate, develop, improve, manage, sell, transfer, assign or otherwise dispose of and deal in and with, in the United States and elsewhere, lands, claims, mines, contracts, leases and/or any other working, operating or other rights or interests in lands containing or believed to contain oil, gas or other mineral deposits, subject always to any limitations which may be imposed by the laws of the state or country where such property may be situated.

(i) To represent and act for corporations, partnerships and individuals as distributors, representatives, buying or selling agent or in any other capacity in connection with the manufacture, purchasing, sale or distribution or development of any and all kinds of commercial, industrial or business materials, matters or merchandise to the extent allowed by law.

(j) To subscribe for, receive, purchase, or otherwise acquire, underwrite, obtain an interest in, own, hold, pledge, hypothecate, mortgage, assign, deposit, create trusts with respect to, deal in, exchange, sell and otherwise dispose of, alone or in syndicates or otherwise in conjunction with others, and generally deal in and with all or any of the following (hereinafter referred to collectively as "securities"), namely, all kinds of shares, stocks, voting trust certificates, trust certificates, bonds, mortgages, debentures, trust receipts, notes and other securities, obligations, contracts, certificates of interest, choses in action and evidences of indebtedness generally of any corporation, association, partnership, syndicate, entity, person, or governmental, municipal or public authority, domestic or foreign, and evidences of any interest therein or in respect thereto; to acquire or become interested in any such securities by original subscription, underwriting, participation in syndicates or otherwise, and irrespective of whether or not such securities are fully paid or subject to further payments or assessments; to issue in exchange therefor its own securities; and while the owner or holder of any such, to exercise all the rights, powers and privileges of ownership or interest in respect thereof, including the right to vote thereon and otherwise act with respect thereto; and to promote, manage, participate in and act as agent for any underwriting, purchasing or selling syndicate or group and otherwise to take part in and assist in any legal manner, by guaranty or otherwise, the purchase, sale, or distribution of any such securities.

(k) To apply for, purchase, or otherwise acquire any and all patents, patent rights, copyrights, licenses and privileges, inventions, improvements and processes, trademarks, trade names, labels, designs, and brands relating to or useful in connection with any business of the corporation, and to use, exercise, develop, grant licenses in respect of, sell, deal in and exchange the same.

(l) To acquire all or any part of the securities, good will, rights, property or assets of any kind and to undertake or assume the whole or any part of the obligations or liabilities of any corporation, association, partnership, syndicate, entity, or person located in or organized under the laws of any state, territory or possession of the United States of America or any foreign country, and to pay for the same in cash, stocks, bonds, debentures or other securities of this or any other corporation or otherwise, in any manner permitted by law, and to conduct in any lawful manner the whole or any part of any business so acquired.

(m) To enter into contracts with the Government of the United States of America, its territories or possessions and any and all agencies thereof, and with foreign governments, states and municipalities and any and all agencies thereof, or with any corporation, association, partnership, syndicate, entity or person located in or organized under the laws of any state, territory or possession of the United States of America or any foreign country.

(n) To acquire, purchase, own, hold, operate, develop, lease, mortgage, pledge, exchange, sell, transfer or otherwise invest, trade or deal in, in any manner permitted by law, real and personal property of every kind and description or any interest therein.

(o) To enter into any lawful arrangement for sharing profits, union of interest, reciprocal concession or cooperation with any corporation, association, partnership, syndicate, entity, person, or governmental, municipal or public authority, domestic or foreign, located in or organized under laws of the State of Delaware, any and all other states, territories or possessions of the United States or any foreign country, in the carrying on of any business which the corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the corporation.

(p) To conduct its business in all its branches at one or more offices and to carry on any one or more of the businesses set forth herein in the State of Delaware and in other states, territories and possessions of the United States of America and in any and all foreign countries, directly or by means of subsidiary, controlled or affiliated corporations.

In furtherance of and not in limitations of the general powers conferred by the laws of the State of Delaware and of the specific objects and powers hereinbefore set forth, it is expressly provided that the corporation shall also have the following powers and purposes:

(q) To issue any of the shares of its capital stock of any class now or hereafter authorized for such considerations permitted by law and upon such terms and conditions as to the Board of Directors may seem proper in its absolute discretion, and the stock so issued shall be fully paid and not liable to any further call or payment thereof; in the absence of actual fraud in the transaction, the judgment of the Board of Directors as to the value of the property or other consideration received for the shares of capital stock shall be conclusive.

(r) In the course of its business, to guarantee or assume the payment of principal, dividends or interest of or on any shares of stock or notes, bonds or other securities of any other corporation, association, partnership, syndicate, entity or person whose stock, business or property shall be acquired or controlled in whole or in part by the corporation, and to use its name and credit for the benefit of said corporations, associations, partnerships, syndicates, entities or persons as may, to the Board of Directors, seem desirable.

(s) To borrow money, make, issue and sell, pledge or otherwise dispose of checks, drafts, bills of exchange, documents of title, bonds, debentures and other evidences of indebtedness of all kinds, whether secured by mortgage or otherwise, or not secured, and without limit as to amount, and also to secure the same by mortgage, pledge or otherwise; and to pledge or sell such bonds or securities as well as any bonds or securities held by it for any of its purposes on such terms and conditions and at such prices as the Board of Directors shall determine.

(t) To lend its funds and make advances to any affiliated corporation, association, partnership, syndicate, entity or person, with or without security, and upon such terms as the Board of Directors may deem expedient.

(u) To do any and all things herein set forth as its objects to the same extent and as fully as a natural person might or could do as principal, agent, or otherwise, and by or through trustees, agents, subcontractors or otherwise as may be necessary or desirable, and to do everything necessary for or incidental to the accomplishment of any of its purposes or the attainment of any of its objects or the exercise of any of the powers herein enumerated or which it may lawfully possess. Nothing contained in this Certificate shall be deemed or construed to authorize the corporation to carry on in any other state, territory or foreign country any business contrary to the provisions of the laws thereof, or to carry on within the State of Delaware a surety or banking business or any other business not permitted by the laws of the State of Delaware to corporations organized under the General Corporation Law.

FOURTH: The total number of shares of all classes of stock which the corporation is authorized to issue is 500,100,000; of which 500,000,000 shares, having a par value of \$1 each, shall be Common Stock; and 100,000 shares having a par value of \$100 each shall be Preferred Stock, with or without voting powers, full or limited, and in such series and with such designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions in respect to each class of stock or series thereof as hereinafter provided.

(a) General. Except as may otherwise be expressly provided for herein or in any amendment hereto and subject to the provisions hereof, the Board of Directors shall have the authority to authorize and provide for the issue of the Preferred Stock or any one or more series thereof and, in the resolution or resolutions providing for the issue of any such stock adopted by

the Board of Directors pursuant to the authority vested in it by the provisions hereof, shall state the designations, preferences and relative, participating, voting, optional or other special rights, and the qualifications, limitations or restrictions thereof. The Board of Directors shall also have the power to increase or decrease the authorized amount of any Preferred Stock or series thereof, but not in excess of the amount provided for in the first sentence of this Article Fourth, as may be authorized under the General Corporation Law of Delaware.

(b) Dividends. The holders of the Preferred Stock or of any series thereof shall be entitled to receive dividends at such rates and on such conditions and at such times as shall be stated and expressed in the resolution or resolutions provided for the issue of such stock adopted by the Board of Directors as hereinabove provided, payable in preference to, or in such relation to, the dividends payable on any other class or classes of stock, and cumulative or non-cumulative as shall be so stated or expressed. When dividends upon the Preferred Stock or any series thereof, if any, to the extent of the preference to which such stocks are entitled, shall have been paid or declared and set apart for payment, all dividends, whether in cash or in property or otherwise, as may be declared by the Board of Directors from time to time, shall be paid ratably and equally, share for share, on all the outstanding shares of the Common Stock.

(c) Voting Rights. The holders of the Preferred Stock or of any series thereof shall have such voting power, if any, not in excess of one vote for each share, and to such extent as may be stated and expressed in the resolution or resolutions providing for the issue of such stock adopted by the Board of Directors as hereinabove provided. Unless otherwise stated and expressed in the resolution or resolutions providing for the issue of such stock adopted by the Board of Directors as hereinabove provided, the holders of the Preferred Stock or of any series thereof shall have no voting rights or voice whatsoever as holders of such stock in the affairs or management of the corporation or to notice of any meeting of stockholders, except as specifically required by law. Except to the extent that the Preferred Stock or any series thereof may also be granted the right to vote as set forth above, the holders of the Common Stock shall have the exclusive voting power and rights, one vote for each share, for all purposes. Any and all voting power of the Common Stock and of the Preferred Stock or any series thereof which may be granted voting power shall be exercised on a share for share basis; and no class of stock or series thereof shall be entitled to vote as a class or series on any matter, except as specifically required by law. The aggregate amount of the authorized Preferred Stock set forth in the first sentence of this Article Fourth may be increased or decreased solely by the affirmative vote of the holders of a majority of the outstanding shares of the Common Stock.

(d) Redemption or Repurchase.

(i) The Preferred Stock or any series thereof may be made subject to redemption at such time or times and at such price or prices and on such other terms and conditions as shall be stated and expressed in the resolution or resolutions providing for the issue of such stock adopted by the Board of Directors as hereinabove provided.

(ii) The corporation may also at its election, pursuant to authority granted by the Board of Directors at any time or from time to time, purchase for retirement at public or private sale all or any shares of the Preferred Stock or any series thereof upon the best terms reasonably obtained, but in no event at prices greater than the respective redemption prices of such stock. Any such stock so purchased for retirement is to be cancelled and is not to be reissued.

(iii) The corporation may also at its election, pursuant to authority granted by the Board of Directors at any time or from time to time, purchase at public or private sale all or any shares of the Preferred Stock or any series thereof and/or any shares of Common Stock, to be held as treasury stock of the corporation or for reissue, at purchase prices in the case of the Preferred Stock or any series thereof no greater than the respective redemption prices thereof, and in the case of the Common Stock at such price or prices as the Board of Directors may from time to time deem reasonable.

(e) Liquidation Rights. The holders of the Preferred Stock or of any series thereof shall be entitled to such preferential or special rights upon the dissolution of, or upon any distribution of the assets of, the corporation as shall be stated and expressed in the resolution or resolutions providing for the issue of such stock adopted by the Board of Directors as hereinabove provided. All remaining available assets shall then be distributed, in cash or other property or both, ratably among the holders of the then outstanding Common Stock.

(f) Conversion Rights. Any preferred Stock or any series thereof may be made convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock of the corporation at such price or prices or at such rate of exchange and such adjustments as shall be stated and expressed or provided for in the resolution or resolutions providing for the issue of such stock adopted by the Board of Directors as hereinabove provided.

(g) Preemptive Rights. No holder of any of the stock of the corporation shall, as such holder, have any right to purchase or subscribe for any stock or warrants of any class or series thereof which the corporation may issue or sell, whether such stock or warrants are exchangeable for any shares of the corporation of any class or classes or series thereof, and whether such stock is issued out of the number of shares authorized by the certificate of incorporation of the corporation as originally filed or by any amendment thereof, or out of shares of the stock of the corporation acquired by it after the issue thereof; nor shall any holder of any of the stock of the corporation, as such holder, have any right to purchase or subscribe for any obligation, option or warrant which the corporation may issue or sell that shall be convertible into, or exchangeable for any shares of the stock of the corporation of any class or classes or series thereof, or to which shall be attached or shall appertain any warrant or warrants or other instrument or instruments that shall confer upon the holder or owner thereof the right to subscribe for, or purchase from the corporation, any shares of its stock of any class or classes or series thereof.

(h) Series A Junior Participating Preferred Stock. The designation and amount of the initial series of Preferred Stock and the powers, preferences and relative, participating, optional and other special rights of the shares of such series, and the qualifications, limitations or restrictions thereof are as follows:

Section 1. Designation and Amount The shares of such series shall be designated as "Series A Junior Participating Preferred Stock" \$100.00 par value, and the number of shares constituting such series shall be 45,000. Such number of shares may be increased or decreased by resolution of the Board of Directors; provided, that no decrease shall reduce the number of shares of Series A Junior Participating Preferred Stock to a number less than that of the shares then outstanding plus the number of shares issuable upon exercise of outstanding rights, options or warrants or upon conversion of outstanding securities issued by the Corporation.

Section 2. Dividends and Distributions

(A) Subject to the prior and superior rights of the holders of any shares of any series of Preferred Stock ranking prior and superior to the shares of Series A Junior Participating Preferred Stock with respect to dividends, the holders of shares of Series A Junior Participating Preferred Stock in preference to the holders of shares of Common Stock, par value \$1.00 per share (the "Common Stock"), of the Corporation and any other junior stock, shall be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available for the purpose, quarterly dividends payable in cash on the first day of January, April, July, and October in each year (each such date being referred to herein as a "Quarterly Dividend Payment Date"), commencing on the first quarterly Dividend Payment Date after the first issuance of a share or fraction of a share of Series A Junior Participating Preferred Stock in an amount per share (rounded to the nearest cent) equal to the greater of (a) \$10.00, or (b) subject to the provision for adjustment hereinafter set forth, 1000 times the aggregate per share amount of all cash dividends, and 1000 times the aggregate per share amount (payable in kind) of all non-cash dividends or other distributions other than a dividend payable in shares of Common Stock or a subdivision of the outstanding shares of Common Stock (by reclassification or otherwise), declared on the Common Stock, since the immediately preceding Quarterly Dividend Payment Date, or, with respect to the first Quarterly Dividend Payment Date, since the first issuance of any share or fraction of a share of Series A Junior Participating Preferred Stock. In the event the Corporation shall at any time after November 5, 1987 (the "Rights Declaration Date") (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock, or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the amount to which holders of shares of Series A Junior Participating Preferred Stock were entitled immediately prior to such event under clause (b) of the preceding sentence shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that were outstanding immediately prior to such event.

(B) The Corporation shall declare a dividend or distribution on the Series A Junior Participating Preferred Stock as provided in paragraph (A) above immediately after it declares a dividend or distribution on the Common Stock (other than a dividend payable in shares of Common Stock); provided that, in the event no dividend shall have been declared on the Common Stock during the period between any Quarterly Dividend Payment Date and the next subsequent Quarterly Dividend Payment Date, a dividend of \$10.00 per share on the Series A Junior Participating Preferred Stock shall nevertheless be payable on such subsequent Quarterly Dividend Payment Date.

(C) Dividends shall begin to accrue and be cumulative on outstanding shares of Series A Junior Participating Preferred Stock from the Quarterly Dividend Payment Date next preceding the date of issue of such shares of Series A Junior Participating Preferred Stock unless the date of issue of such shares is prior to the record date for the first Quarterly Dividend Payment Date, in which case dividends on such shares shall begin to accrue from the date of issue of such shares, or unless the date of issue is a Quarterly Dividend Payment Date or is a date after the record date for the determination of holders of shares of Series A Junior Participating Preferred Stock entitled to receive a quarterly dividend and before such Quarterly Dividend Payment Date in either of which events such dividends shall begin to accrue and be cumulative from such Quarterly Dividend Payment Date. Accrued but unpaid dividends shall not bear interest. Dividends paid on the shares of Series A Junior Participating Preferred Stock in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The Board of Directors may fix a record date for the determination of holders of shares of Series A Junior Participating Preferred Stock entitled to receive payment of a dividend or distribution declared thereon, which record date shall be no more than 30 days prior to the date fixed for the payment thereof.

Section 3. Voting Rights. The holders of shares of Series A Junior Participating Preferred Stock shall have the following voting rights:

(A) Subject to the provision for adjustment hereinafter set forth, each share of Series A Junior Participating Preferred Stock shall entitle the holder thereof to 1 vote on all matters submitted to a vote of the shareholders of the Corporation.

(B) Except as otherwise provided herein or by law, the holders of shares of Series A Junior Participating Preferred Stock and the holders of shares of Common Stock shall vote together as one class on all matters submitted to a vote of shareholders of the Corporation.

(C) (i) If at any time dividends on any Series A Junior Participating Preferred Stock shall be in arrears in an amount equal to six (6) quarterly dividends thereon, the occurrence of such contingency shall mark the beginning of a period (herein called a “default period”) which shall extend until such time when all accrued and unpaid dividends for all previous quarterly dividend periods and for the current quarterly dividend period on all shares of Series A Junior Participating Preferred Stock then outstanding shall have been declared and paid or set apart for payment. During each default period, all holders of Preferred Stock (including holders of the Series A Junior Participating Preferred Stock) with dividends in arrears in an amount equal to six (6) quarterly dividends thereon, voting as a class, irrespective of series, shall have the right to elect two (2) Directors.

(ii) During any default period, such voting right of the holders of Series A Junior Participating Preferred Stock may be exercised initially at a special meeting called pursuant to subparagraph (iii) of this Section 3(C) or at any annual meeting of shareholders, and thereafter at annual meetings of shareholders, provided that neither such voting right nor the right of holders of any other series of Preferred Stock, if any, to increase, in certain cases, the authorized number of Directors shall be exercised unless the holders of ten percent (10%) in number of shares of Preferred Stock outstanding shall be present in person or by proxy. The absence of a quorum of the holders of Common Stock shall not affect the exercise by the holders of Preferred Stock of such voting right. At any meeting at which the holders of Preferred Stock shall exercise such voting right initially during an existing default period, they shall have the right, voting as a class, to elect Directors to fill such vacancies, if any, in the Board of Directors as may then exist up to two (2) Directors or, if such right is exercised at an annual meeting, to elect two (2) Directors. If the number which may be so elected at any special meeting does not amount to the required number, the holders of the Preferred Stock shall have the right to make such increase in the number of Directors as shall be necessary to permit the election by them of the required number. After the holders of the Preferred Stock shall have exercised their right to elect Directors in any default period and during the continuance of such period, the number of Directors shall not be increased or decreased except by vote of the holders of Preferred Stock as herein provided or pursuant to the rights of any equity securities ranking senior to or pari passu with the Series A Junior Participating Preferred Stock.

(iii) Unless the holders of Preferred Stock shall, during an existing default period, have previously exercised their right to elect Directors, the Board of Directors may order, or any shareholder or shareholders owning in the aggregate not less than ten percent (10%) of the total number of shares of Preferred Stock outstanding, irrespective of series, may request, the calling of a special meeting of the holders of Preferred Stock, which meeting shall thereupon be called by the President, a Vice-President or the Corporate Secretary of the Corporation. Notice of such meeting and of any annual meeting at which holders of Preferred Stock are entitled to vote pursuant to this Paragraph (C)(iii) shall be given to each holder of record of Preferred Stock by mailing a copy of such notice to him at his last address as the same appears on the books of the Corporation. Such meeting shall be called for a time not earlier than 10 days and not later than 60 days after such order or request or in default of the calling of such meeting within 60 days after such order or request, such meeting may be called on similar notice by any shareholder or shareholders owning in the aggregate not less than ten percent (10%) of the total number of shares of Preferred Stock outstanding. Notwithstanding the provisions of this Paragraph (C)(iii), no such special meeting shall be called during the period within 60 days immediately preceding the date fixed for the next annual meeting of the shareholders.

(iv) In any default period, the holders of Common Stock, and other classes of stock of the Corporation if applicable, shall continue to be entitled to elect the whole number of Directors until the holders of Preferred Stock shall have exercised their right to elect two (2) Directors voting as a class, after the exercise of which right (x) the Directors so elected by the holders of Preferred Stock shall continue in office until their successors shall have been elected by such holders or until the expiration of the default period, and (y) any vacancy in the Board of Directors may (except as provided in Paragraph (C)(ii) of this Section 3) be filled by

vote of a majority of the remaining Directors theretofore elected by the holders of the class of stock which elected the Director whose office shall have become vacant. References in this Paragraph (C) to Directors elected by the holders of a particular class of stock shall include Directors elected by such Directors to fill vacancies as provided in clause (y) of the foregoing sentence.

(v) Immediately upon the expiration of a default period, (x) the right of the holders of Preferred Stock as a class to elect Directors shall cease, (y) the term of any Directors elected by the holders of Preferred Stock as a class shall terminate, and (z) the number of Directors shall be such number as may be provided for in, or pursuant to, the Restated Certificate of Incorporation or By-Laws irrespective of any increase made pursuant to the provisions of Paragraph (C)(ii) of this Section 3 (such number being subject, however to change thereafter in any manner provided by law or in the Restated Certificate of Incorporation or By-Laws). Any vacancies in the Board of Directors effected by the provisions of clauses (y) and (z) in the preceding sentence may be filled by a majority of the remaining Directors, even though less than a quorum.

(D) Except as set forth herein, holders of Series A Junior Participating Preferred Stock shall have no special voting rights and their consent shall not be required (except to the extent they are entitled to vote with holders of Common Stock as set forth herein) for taking any corporate action.

Section 4. Certain Restrictions

(A) Whenever quarterly dividends or other dividends or distributions payable on the Series A Junior Participating Preferred Stock as provided in Section 2 are in arrears, thereafter and until all accrued and unpaid dividends and distributions, whether or not declared, on shares of Series A Junior Participating Preferred Stock outstanding shall have been paid in full, the Corporation shall not

(i) declare or pay dividends on, make any other distributions on, or redeem or purchase or otherwise acquire for consideration any shares of stock ranking junior (either as to dividend or upon liquidation, dissolution or winding up) to the Series A Junior Participating Preferred Stock;

(ii) declare or pay dividends on or make any other distributions on any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Junior Participating Preferred Stock except dividends paid ratably on the Series A Junior Participating Preferred Stock and all such parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled;

(iii) redeem or purchase or otherwise acquire for consideration shares of any stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series A Junior Participating Preferred Stock provided that the Corporation

may at any time redeem, purchase or otherwise acquire shares of any such parity stock in exchange for shares of any stock of the Corporation ranking junior (either as to dividends or upon dissolution, liquidation or winding up) to the Series A Junior Participating Preferred Stock; or

(iv) purchase or otherwise acquire for consideration any shares of Series A Junior Participating Preferred Stock or any shares of stock ranking on a parity with the Series A Junior Participating Preferred Stock except in accordance with a purchase offer made in writing or by publication (as determined by the Board of Directors) to all holders of such shares upon such terms as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine in good faith will result in fair and equitable treatment among the respective series or classes.

(B) The Corporation shall not permit any subsidiary of the Corporation to purchase or otherwise acquire for consideration any shares of stock of the Corporation unless the Corporation could, under Paragraph (A) of this Section 4, purchase or otherwise acquire such shares at such time and in such manner.

Section 5. Reacquired Shares. Any shares of Series A Junior Participating Preferred Stock purchased or otherwise acquired by the Corporation in any manner whatsoever shall be retired and cancelled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock and may be reissued as part of a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors, subject to the conditions and restrictions on issuance set forth herein.

Section 6. Liquidation, Dissolution or Winding Up

(A) Upon any liquidation (voluntary or otherwise), dissolution or winding up of the Corporation, no distribution shall be made to the holders of shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Junior Participating Preferred Stock unless, prior thereto, the holders of shares of Series A Junior Participating Preferred Stock shall have received per share, the greater of 1000 times \$175 or 1000 times the payment made per share of Common Stock, plus an amount equal to accrued and unpaid dividends and distributions thereon, whether or not declared, to the date of such payment (the "Series A Liquidation Preference"). Following the payment of the full amount of the Series A Liquidation Preference, no additional distributions shall be made to the holders of shares of Series A Junior Participating Preferred Stock unless, prior thereto, the holders of shares of Common Stock shall have received an amount per share (the "Common Adjustment") equal to the quotient obtained by dividing (i) the Series A Liquidation Preference by (ii) 1000 (as appropriately adjusted as set forth in subparagraph (C) below to reflect such events as stock splits, stock dividends and recapitalizations with respect to the Common Stock) (such number in clause (ii), the "Adjustment Number"). Following the payment of the full amount of the Series A Liquidation Preference and the Common Adjustment in respect of all outstanding shares of Series A Junior Participating Preferred Stock and Common Stock, respectively, holders of Series A Junior Participating Preferred Stock and holders of shares of Common Stock shall receive their ratable and proportionate share of the remaining assets to be distributed in the ratio of the Adjustment Number to 1 with respect to such Preferred Stock and Common Stock, on a per shares basis, respectively.

(B) In the event there are not sufficient assets available to permit payment in full of the Series A Liquidation Preference and the liquidation preferences of all other Series of Preferred Stock, if any, which rank on a parity with the Series A Junior Participating Preferred Stock then such remaining assets shall be distributed ratably to the holders of such parity shares in proportion to their respective liquidation preferences. In the event there are not sufficient assets available to permit payment in full of the Common Adjustment, then such remaining assets shall be distributed ratably to the holders of Common Stock.

(C) In the event the Corporation shall at any time after the Rights Declaration Date (i) declare any dividend on Common Stock payable in shares of Common Stock or (ii) subdivide the outstanding Common Stock into a smaller number of shares, then in each such case the Adjustment Number in effect immediately prior to such event shall be adjusted by multiplying such Adjustment Number by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that are outstanding prior to such event.

Section 7. Consolidation, Merger, etc. In case the Corporation shall enter into any consolidation, merger, combination or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, then in any such case the shares of Series A Junior Participating Preferred Stock shall at the same time be similarly exchanged or changed in an amount per share (subject to the provision for adjustment hereinafter set forth) equal to 1000 times the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, into which or for which each share of Common Stock is changed or exchanged. In the event the Corporation shall at any time after the Rights Declaration Date (i) declare any dividend on Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding Common Stock, or (iii) combine the outstanding Common Stock into a smaller number of shares, then in each such case the amount set forth in the preceding sentence with respect to the exchange or change of shares of Series A Junior Participating Preferred Stock shall be adjusted by multiplying such amount by a fraction the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock that are outstanding immediately prior to such event.

Section 8. Redemption The shares of Series A Junior Participating Preferred Stock shall not be redeemable.

Section 9. Ranking The Series A Junior Participating Preferred Stock shall rank junior to all other series of the Corporation's Preferred Stock as to the payment of dividends and the distribution of assets, unless the terms of any such series shall provide otherwise.

Section 10. Amendment The Restated Certificate of Incorporation of the Corporation shall not be further amended in any manner which could materially alter or change the powers, preferences or special rights of the Series A Junior Participating Preferred Stock so as to affect them adversely without the affirmative vote of the holders of a majority or more of the outstanding shares of Series A Junior Participating Preferred Stock voting separately as a class.

Section 11. Fractional Shares. Series A Junior Participating Preferred Stock may be issued in fractions of a share which shall entitle the holder, in proportion to such holders' fractional shares, to exercise voting rights, receive dividends, participate in distributions and to have the benefit of all other rights of holders of Series A Junior Participating Preferred Stock.

FIFTH: The amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000).

SIXTH: The existence of the corporation is to be perpetual.

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

EIGHTH: The number of directors of the corporation shall be such as from time to time may be fixed by, or in the manner provided in, the By-laws, but in no case shall the number be less than three. Directors need not be stockholders. The Board of Directors shall have the general direction and management of the business and affairs of the corporation. The election of directors need not be by ballot.

NINTH: (a) The Board of Directors shall have the power (i) to make, alter or amend the By-laws, subject only to such limitations, if any, as the By-laws of the corporation may from time to time impose; (ii) from time to time to fix and determine and to vary the amount to be reserved as working capital of the corporation and, before the payment of any dividends or making any distribution of profits, to set aside out of the surplus or net profits of the corporation such sum or sums as the said Board may from time to time in its absolute discretion think proper either as additional working capital or as a reserve fund to meet contingencies, or for the repairing or maintaining of any property of the corporation, or for such other corporate purposes as the Board of Directors shall think conducive to the interests of the corporation, subject only to such limitations, if any, as the By-laws of the corporation may from time to time impose, (iii) from time to time, to the extent now or hereafter permitted by the laws of the State of Delaware, to sell, lease, exchange, or otherwise dispose of any part of the property and assets of the corporation which the Board of Directors deems it expedient and for the best interests of the corporation to dispose of, or disadvantageous to continue to own, without assent of the stockholders by vote or otherwise; (iv) to issue or cause to be issued from time to time all or any part of the authorized Capital Stock of the corporation on such terms and for such consideration as the Board may determine in its discretion without obtaining the approval of the holders of any of the then outstanding Capital Stock; (v) from time to time to determine, pursuant to the provisions of the By-laws, whether and to what extent, and to what times and places, and under what conditions and regulations, the accounts and books of the corporation (other than the stock

ledger), or any of them, shall be open to inspection of stockholders; and no stockholder shall have the right of inspecting any account, book or document of the corporation, except as conferred by statute, unless duly authorized so to do by a resolution of a majority of the stockholders or of the Board of Directors; (vi) pursuant to the written consent of the holders of a majority of the shares of stock issued and outstanding having voting power, or pursuant to the affirmative vote of the holders of a majority of stock issued and outstanding having voting power, given at a stockholders' meeting duly called for that purpose, to sell, lease, exchange, or otherwise dispose of all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions as the Board of Directors deems expedient and for the best interests of the corporation; (vii) subject to the provisions of the laws of Delaware, to exercise any and all other powers, in addition to the powers expressly conferred upon by law and by this certificate which may be conferred upon the Board of Directors by the corporation through appropriate By-law provisions.

(b) The Board of Directors may, by resolution or resolutions, passed by a majority of the whole Board, 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 resolutions or in the By-laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation and may have the power to authorize the seal of the corporation to be affixed to all papers which may require it.

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 by 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 a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

ELEVENTH: No contract, act or transaction of the corporation with any person, firm, or corporation shall be affected or invalidated by reason of the fact that any director or officer of the corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, firm or corporation, provided that such interest or connection shall

have been disclosed or known to the corporation. Any director of the corporation having any such interest or connection may, nevertheless, be counted in determining the existence of a quorum at any meeting of the Board or a committee which shall authorize any such contract, act or transaction and may vote thereon with full force and effect. No such officer or director nor any such person, firm, or corporation in or with which such director or officer is connected shall be liable to account to the corporation for any profit realized from or through any such contract, act or transaction.

TWELFTH: The stockholders and directors shall have the power to hold their meetings if the By-laws so provide, and keep the books (except the original or duplicate stock ledger), documents and papers of the corporation, outside of the State of Delaware, and to have one or more offices within or without the State of Delaware, at such places as may be from time to time designated by the By-laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Delaware.

THIRTEENTH: The corporation reserves the right to amend, alter or repeal any provision contained in this Certificate in the manner now or hereafter prescribed by the Statutes of Delaware, and all rights and powers conferred on directors and stockholders herein are granted subject to this reservation.

FOURTEENTH: (A) In addition to any affirmative vote required by law or under any other provision of this Certificate of Incorporation, and except as otherwise expressly provided in Paragraph (B), any Business Combination with respect to a Related Person shall require the affirmative vote of the holders of at least a majority of the outstanding shares of capital stock of the corporation entitled to vote generally in the election of directors, considered for the purpose of this Article Fourteenth as one class ("Voting Shares"). Such affirmative vote shall be required notwithstanding the fact that no vote may be required, or that some lesser percentage may be specified, by law or in any agreement with any national securities exchange or otherwise.

(B) The provisions of Paragraph (A) of this Article Fourteenth shall not be applicable to any particular Business Combination, and such Business Combination shall require only such affirmative vote as is required by law and any other provision of this Certificate of Incorporation if:

(1) A definitive agreement or other arrangement to effectuate the Business Combination was approved by a majority of the directors of the corporation at a time when the Related Person who is a party to the Business Combination did not beneficially own, directly or indirectly, 5% or more of the outstanding shares of capital stock of the corporation; or

(2) Such Business Combination has been approved by a majority of the Continuing Directors; or

(3) All of the following conditions shall have been satisfied:

(a) The aggregate amount of the cash and the fair market value (as of the date of the consummation of the Business Combination) of other consideration to be received per share by holders of the common stock of the corporation ("Common Stock") in such Business Combination is no less than the higher of:

(i) the price per share equal to the Market Price of Common Stock immediately prior to the announcement of such Business Combination, multiplied by the ratio of (a) the highest per share price (including brokerage commissions, transfer taxes and soliciting dealers' fees) which the Related Person has theretofore paid for any of the shares of Common Stock already owned by it, to (b) the Market Price of the Common Stock immediately prior to the commencement of acquisition of Common Stock by such Related Person; or

(ii) the highest per share price (including brokerage commission, transfer taxes and soliciting dealers' fees) paid by such Related Person for any shares of Common Stock acquired by it;

provided, however, that, as used in the foregoing calculations, all prices per share shall be adjusted to reflect any subsequent stock splits, stock dividends, or other similar corporate actions.

(b) The aggregate amount of the cash and the fair market value (as of the date of consummation of the Business Combination) of other consideration to be received per share by holders of the preferred stock of the corporation ("Preferred Stock") in such Business Combination is no less than the highest of:

(i) the price per share equal to the Market Price of Preferred Stock immediately prior to the announcement of such Business Combination, multiplied by the ratio of (a) a highest per share price (including brokerage commissions, transfer taxes and soliciting dealers' fees) which the Related Person has theretofore paid for any of the shares of Preferred Stock already owned by it, to (b) the Market Price of the Preferred Stock immediately prior to the commencement of acquisition of Preferred Stock by such Related Person; or

(ii) the highest per share price (including brokerage commissions, transfer taxes and soliciting dealers' fees) paid by such Related Person for any shares of Preferred Stock acquired by it; or

(iii) the highest preferential amount per share to which the holders of shares of such class of Preferred Stock would be entitled in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation, regardless of whether the Business Combination to be consummated constitutes such an event;

provided, however, that, as used in the foregoing calculations, all prices per share shall be adjusted to reflect any subsequent stock splits, stock dividends or other similar corporate actions.

The provisions of this subsection (3)(b) shall apply with respect to every class of outstanding Preferred Stock, whether or not the Related Person has previously acquired any such Preferred Stock.

(c) The consideration to be received by holders of a particular class of outstanding Voting Shares in such Business Combination shall be in the same form and of the same kind as the consideration paid by the Related Person in acquiring the shares of such class of Voting Shares already owned by it. If the Related Person has purchased shares of any class of Voting Shares with varying forms of consideration, the form of consideration for such class of Voting Shares to be paid in the Business Combination shall be either cash or the form previously used by such Related Person to acquire the largest number of shares of such class of Voting Shares.

(d) After such Related Person has acquired ownership of not less than 15% of the then outstanding Voting Shares (a "15% Interest") and prior to the consummation of such Business Combination:

(i) the Related Person shall have taken steps to ensure that the corporation's Board of Directors has included at all times representation by Continuing Director(s) proportionate to the ratio that the Voting Shares which from time to time are owned by Public Holders bear to all Voting Shares outstanding at such respective times (with a Continuing Director to occupy any resulting fractional Board position);

(ii) except as approved by a majority of the Continuing Directors, there shall have been no failure to declare and pay at the regular date therefor any full dividends (whether cumulative or not) on the outstanding Preferred Stock;

(iii) there shall have been no reduction in the rate of dividends payable on the Common Stock except as necessary to ensure that a quarterly dividend payment does not exceed 8.75% of the net income of the corporation for the four full consecutive fiscal quarters immediately preceding the declaration date of such dividend, or except as may have been approved by a majority of the Continuing Directors;

(iv) such Related Person shall not have become the beneficial owner of any newly issued shares of stock, directly or indirectly, from the corporation except upon conversion of convertible securities acquired by it prior to obtaining a 15% Interest or as a result of a pro rata stock dividend or stock split or except as may have been approved by a majority of the Continuing Directors;

(v) such Related Person shall not have become the beneficial owner of any additional Voting Shares or securities convertible into or exchangeable for Voting Shares except as a part of the transaction which resulted in such Related Person acquiring its 15% Interest; and

(vi) such Related Person shall not have (A) received the benefit, directly or indirectly (except proportionately as a stockholder), of any loans, advances, guarantees, pledges, or other financial assistance, or tax credits or other tax advantages provided by the corporation, (B) made any major change in the corporation's business or equity capital structure without the unanimous approval of the Continuing Directors, or (C) used any asset of the corporation as collateral, or compensating balances, directly or indirectly, for any obligation of such Related Person.

(e) a proxy or information statement responsive to the requirements of the Securities Exchange Act of 1934 shall have been mailed to all holders of Voting Shares at least 30 days prior to the consummation of such Business Combination. Such proxy statement shall contain:

(i) at the front thereof, in a prominent place, any recommendations as to the advisability (or inadvisability) of the Business Combination which the Continuing Directors, or any of them, may have furnished in writing; and

(ii) if deemed advisable by a majority of the Continuing Directors, an opinion of a reputable investment banking or appraisal firm as to the fairness (or lack of fairness) of the terms of such Business Combination, from the point of view of the Public Holders (such investment banking or appraisal firm to be selected by a majority of the Continuing Directors, to be a firm which has not previously been associated with or rendered services to or acted as manager of an underwriting or as agent for a Related Person, to be furnished with all information it reasonably requests and to be paid a reasonable fee for its services upon receipt by the corporation of such opinion).

(C) For the purposes of this Article Fourteenth:

(1) A "person" shall mean any individual, firm, corporation or other entity.

(2) The term "Business Combination" shall mean:

(i) any merger or consolidation of the corporation or any Subsidiary with or into (A) any Related Person or (B) any other corporation (whether or not itself a Related Person) which, after such merger or consolidation, would be an Affiliate of a Related Person; or

(ii) any sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of transactions) to, by or with any Related Person of any assets of or to the corporation or any Subsidiary having an aggregate fair market value of \$1,000,000 or more; or

(iii) the issuance or transfer by the corporation or any Subsidiary (in one transaction or a series of transactions) of any securities of the corporation or any Subsidiary to any Related Person in exchange for cash, securities or other property (or a combination thereof); or

(iv) the adoption of any plan or proposal for the liquidation or dissolution of the corporation proposed by or on behalf of a Related Person;
or

(v) any reclassification of securities (including any reverse stock split), recapitalization, reorganization, merger, or consolidation of the corporation with any of its subsidiaries, or any other transaction (whether or not with or into or otherwise involving a Related Person) which has the effect, directly or indirectly, of increasing the proportionate share of the outstanding shares of any class of equity or convertible securities of the corporation or any Subsidiary which is directly or indirectly owned by any Related Person; or

(vi) any agreement, contract or other arrangement providing for any of the transactions described herein.

(3) "Related Person" shall mean any person (other than the corporation or any Subsidiary; and other than any profit-sharing, employee stock ownership, or other employee benefit plan of the corporation or any Subsidiary, or any trustee of or fiduciary with respect to any such plan when acting in such capacity) who or which:

(a) is the beneficial owner, directly or indirectly, of not less than 15% of the Voting Shares; or

(b) is an Affiliate of the corporation and at any time within two years prior thereto was the beneficial owner, directly or indirectly, of not less than 15% of the then outstanding Voting Shares; or

(c) is an assignee of or has otherwise succeeded to any shares of capital stock of the corporation which were at any time within two years prior to thereto beneficially owned by any Related Person, and such assignment or succession shall have occurred in the course of a transaction or series of transactions not involving a public offering within the meaning of the Securities Act of 1933.

(4) A person shall be the "beneficial owner" of any Voting Shares:

(a) which such person or any of its Affiliates or Associates (as hereinafter defined) beneficially own, directly or indirectly; or

(b) which such person or any of its Affiliates or Associates has (i) the right to acquire (whether such right is exercisable immediately or only after the passage of time), pursuant to any agreement, arrangement or understanding or upon the exercise of conversion rights, exchange rights, warrants, or options, or otherwise, or (ii) the right to vote pursuant to any agreement, arrangement or understanding; or

(c) which are beneficially owned, directly or indirectly, by any other person with which such first mentioned person or any of its Affiliates or Associates has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting or disposing of any shares of capital stock of the corporation.

(5) "Public Holders" shall mean those holders of Voting Shares of the corporation who are not Related Persons.

(6) The outstanding Voting Shares shall include shares deemed owned through application of Section (4) above but shall not include any other Voting Shares which may be issuable pursuant to any agreement, or upon exercise of conversion rights, warrants or options, or otherwise.

(7) "Continuing Director" shall mean a member of the Board of Directors of the corporation who was first elected or appointed to the Board prior to the date as of which any Related Person became a Related Person and any successor to a Continuing Director who is unaffiliated with such Related Person and who was recommended or elected to succeed a Continuing Director by a majority of the then Continuing Directors.

(8) In the event of any Business Combination in which the corporation survives, the phrase "other consideration to be received" as used in sections (3)(a) and (b) of Paragraph (B) shall include the Voting Shares of the corporation retained by its Public Holders.

(9) "Affiliate" and "Associate" shall have their respective meanings given those terms in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as in effect on January 1, 1983.

(10) "Subsidiary" shall mean any corporation of which a majority of any class of equity security (as defined in Rule 3a11-1 of the General Rules and Regulations under the Securities Exchange Act of 1934, as in effect on January 1, 1983) is owned, directly or indirectly, by the corporation; provided, however, that for the purposes of the definition of a Related Person set forth in Section (3) of this Paragraph (C), the term "Subsidiary" shall mean only a corporation of which a majority of each class of equity security is owned, directly or indirectly, by the corporation.

(11) "Market Price" shall mean, with respect to any class of stock, the highest closing sale price, during the 30-day period immediately preceding the date in question, of a share of such stock on the New York Stock Exchange; or, if such stock is not listed on such Exchange, on the principal United States securities exchange registered under the Securities Exchange Act of 1934 on which such stock is listed; or, if such stock is not listed on any such exchange, the highest closing bid quotation, during the 30-day period immediately preceding the date in question, of a share of such stock on the National Association of Securities Dealers, Inc. Automated Quotations System or any such system then in use; or, if no such quotations are available, the fair market value on the date in question of a share of such stock as determined in good faith by a majority of the Continuing Directors.

(D) A majority of the Continuing Directors shall have the power and duty to determine for the purposes of this Article Fourteenth on the basis of information known to them:

(a) the number of Voting Shares beneficially owned by any person,

(b) whether a person is an Affiliate or Associate of another,

(c) whether a person has an agreement, arrangement or understanding with another as to the matters referred to in sections (4)(b) and (c) of paragraph (C), and

(d) whether the assets subject to any Business Combination have an aggregate fair market value of \$1,000,000 or more.

(E) Nothing contained in this Article Fourteenth shall be construed to relieve any Related Person from any fiduciary obligation imposed by law.

FIFTEENTH: (A) (1) Except as otherwise expressly provided in paragraph (A)(2) below, any purchase by the corporation, or any subsidiary of the corporation, of Voting Shares (as hereinafter defined) from a person or persons known by the corporation to be an Interested Stockholder (as hereinafter defined) at a per share price in excess of the Market Price (as hereinafter defined) at the time of such purchase of the shares so purchased, shall require the affirmative vote of not less than a majority of the votes entitled to be cast by the holders of all then outstanding Voting Shares not beneficially owned by the Interested Stockholder, voting together as a single class. Such affirmative vote shall be required notwithstanding the fact that no vote may be required, or that a lesser percentage or separate class vote may be specified, by law or in any agreement with any national securities exchange or otherwise.

(2) The provisions of Paragraph (A)(1) of this Article Fifteenth shall not be applicable to any purchase of Voting Shares, if such purchase is pursuant to (i) an offer, made available on the same terms, to the holders of all of the outstanding shares of the same class of those purchased or (ii) a purchase program effected on the open market and not the result of a privately-negotiated transaction.

(B) (1) In the event that there shall exist a Substantial Stockholder (as hereinafter defined) of the corporation and such existence shall be known or made known to the corporation in advance of a meeting of stockholders at which directors will be elected, each holder of Voting Shares shall be entitled, in connection with any vote taken for such election of directors, to as many votes as shall equal the number of votes which (except for this provision as to cumulative voting) such stockholder would be entitled to cast for the election of directors with respect to such stockholder's Voting Shares multiplied by the number of directors to be elected, and such stockholder may cast all of such votes for a single director or may distribute them among the number of directors to be voted for, or for any two or more of them as such stockholder may see fit.

(2) In connection with any election of directors in which stockholders are entitled to cumulative voting:

(a) The Board of Directors shall appoint a committee (the "Committee") consisting of three Directors.

(b) The Committee shall send to all stockholders of the corporation entitled to vote in the election of directors at least 90 days in advance of such election a written notice informing stockholders (i) that the cumulative voting provisions of this Article will be in effect, (ii) that persons meeting the eligibility requirements of subparagraph (B)(2)(c) may submit nominations to the Committee, if such nominations are received at least 60 days in advance of the election and contain relevant information concerning the nominee, including all information required to be included in a proxy statement under the Securities and Exchange Act of 1934 and the rules and regulations thereunder (or any subsequent provisions replacing such Act, rules or regulations), and the nominee's consent to be nominated, and (iii) as to the time, place and date of the meeting at which such election will be held.

(c) The Committee will review all nominees, and the corporation's proxy materials being prepared in connection with such meeting will include information relating to, and afford stockholders the opportunity to vote for, all nominees who are included by the Committee in the corporation's proxy materials. The Committee shall be required to include in such proxy materials at least one nominee of each stockholder or group of stockholders who beneficially own Voting Shares with a Market Price (as herein defined) of at least \$250,000 at the time notice of such meeting is sent to stockholders and who submit the information required with respect to such nominee under subparagraph (B)(2)(b). The Committee may include more than one nominee of such person or persons, provided that the number of nominees included by the Committee which are submitted by any one person or group of persons may not exceed the number of directors to be elected at such a meeting.

(d) The corporation's proxy statement and other communications with respect to the election shall contain, on an equal basis and at the expense of the corporation, descriptions and other statements of or with respect to all nominees for election which qualify under the procedures set forth in this Article.

(3) If necessary to assure that the provisions of this Paragraph (B) are fairly applied and complied with, the Board of Directors may postpone any meeting of stockholders to which this Article would apply for such period of time as shall be necessary to permit the Committee to perform its responsibilities hereunder.

(4) Notwithstanding any other provision which may be contained from time to time in this Certificate of Incorporation or the by-laws of the corporation concerning the manner in which the size of the Board of Directors of the corporation may be established or

changed, in the event that a person becomes a Substantial Stockholder, the number of directors at the time such person becomes a Substantial Stockholder shall remain fixed and may not be changed by the Board of Directors or the stockholders until such time as such person is no longer a Substantial Stockholder.

(C) For purposes of this Article Fifteenth:

(1) "Interested Stockholder" shall mean any person (other than the corporation or any Subsidiary; and other than any profit sharing, employee stock ownership, or other employee benefit plan of the corporation or any subsidiary, or any trustee of or fiduciary with respect to any such plan when acting in such capacity) who or which:

(a) is the beneficial owner, directly or indirectly, of not less than 5% of the Voting Shares and has been such a beneficial owner for less than four years; or

(b) is an Affiliate of the corporation and at any time within two years prior thereto was the beneficial owner, directly or indirectly, for a period of less than four years of not less than 5% of the then outstanding Voting Shares; or

(c) is an assignee of or has otherwise succeeded to any shares of capital stock of the corporation which were at any time within two years prior thereto beneficially owned by any Interested Stockholder and such assignment or succession shall have occurred in the course of a transaction or series of transactions not involving a public offering within the meaning of the Securities Act of 1933.

(2) The term "Substantial Stockholder" shall mean any person (other than the corporation or any Subsidiary; and other than any profit sharing, employee stock ownership or other employee benefit plan of the corporation or any subsidiary, or any trustee of or fiduciary with respect to any such plan when acting in such capacity) who or which is the beneficial owner, directly or indirectly, of not less than 40% of the Voting Shares.

(3) For the purpose of determining whether a person is an Interested Stockholder or a Substantial Stockholder, the number of Voting Shares deemed to be outstanding shall include shares deemed beneficially owned by such person through application of subparagraph (4) of Paragraph (C) of Article Fourteenth, but shall not include any other Voting Shares that may be issuable pursuant to any agreement, or upon exercise of conversion rights, warranties or options, or otherwise.

(4) For purposes of this Article Fifteenth, the terms "Voting Shares," "beneficial owner," "person," "Affiliate," "Associate," "Subsidiary," and "Market Price" shall have the meanings set forth in Article Fourteenth of this Certificate of Incorporation, except that "Market Price" shall mean the last closing sale price or the last closing bid quotation immediately preceding the date in question instead of the highest closing sale price or the highest closing bid quotation during the 30-day period immediately preceding the date in question; and

(D) The Board of Directors shall have the power and the duty to determine for the purposes of this Article Fifteenth (a) whether the provisions of the Article are applicable to a particular transaction, (b) whether a person is an Interested Stockholder or a Substantial Stockholder, (c) the number of Voting Shares or other securities beneficially owned by any person, (d) whether a person is an Affiliate or Associate of another, (e) what the Market Price is and whether a price is above the Market Price as of a given date, and (f) whether any person nominating directors in accordance with Paragraph B.2. beneficially owns Voting Shares with an aggregate Market Price of at least \$250,000.

(E) Notwithstanding any other provisions of this Certificate of Incorporation or the By-laws of the corporation to the contrary (and notwithstanding the fact that a lesser percentage may be specified by law, this Certificate of Incorporation or the by-laws of the corporation), any amendment, alteration, change or repeal of this Article Fifteenth of this Certificate of Incorporation shall require the affirmative vote of the holders of at least 80% of the then outstanding Voting Shares; provided, however, that this Paragraph E shall not apply to and such 80% vote shall not be required for, any amendment, alteration, change or repeal recommended to the stockholders by the majority vote of the Board of Directors and at the time such amendment, alteration, change or repeal is under consideration there is, to the knowledge of the Board of Directors, neither an Interested Stockholder nor a Substantial Stockholder.

SIXTEENTH: No action required to be taken or which may be taken at any annual or special meeting of stockholders of the corporation may be taken without a meeting, and the power of stockholders to consent in writing, without a meeting, to the taking of any action is specifically denied.

Notwithstanding any other provisions of this Certificate of Incorporation or the By-laws of the corporation to the contrary (and notwithstanding the fact that a lesser percentage may be specified by law, this Certificate of Incorporation or the By-laws of the corporation), any amendment, alteration, change or repeal of this Article Sixteenth of this Certificate of Incorporation shall require the affirmative vote of the holders of at least 80% of the then outstanding Voting Shares; provided, however, that such 80% vote of the then outstanding vote shall not be required for, any amendment, alteration, change or repeal recommended to the stockholders by the majority vote of the Board of Directors and at the time such amendment, alteration, change or repeal is under consideration there is, to the knowledge of the Board of Directors, neither an Interested Stockholder nor a Substantial Stockholder.

SEVENTEENTH: To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended, 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.

Any repeal or modification of this Article shall not result in any liability for a director with respect to any action or omission occurring prior to such repeal or modification.

4. This Fourth Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Section 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Dover Corporation has caused this Fourth Restated Certificate of Incorporation to be executed by its duly authorized officer on this 2nd day of May 2014.

DOVER CORPORATION

By: /s/ Ivonne M. Cabrera
Name: Ivonne M. Cabrera
Office: Secretary

RESTATED BY-LAWS

of

DOVER CORPORATION

(Restated as of May 1, 2014 to include all amendments adopted through such date)

ARTICLE I

Offices

The corporation may have offices at such places in or outside the State of Delaware as the Board of Directors may from time to time determine or as the business of the corporation may require.

ARTICLE II

Stockholders' Meetings

1. Place of all meetings.

All meetings of stockholders shall be held at such place or places in or outside the State of Delaware as the Board of Directors may from time to time determine or as may be designated in the notice of meeting or waiver of notice thereof, subject to any provisions of the laws of Delaware.

2. Annual meeting of stockholders. The annual meeting of stockholders shall be held each year during normal business hours on such business day within six months following the close of the fiscal year as the Board of Directors shall determine. In the event that such annual meeting is not held as herein provided for, the annual meeting may be held as soon thereafter as may be convenient. Such subsequent meeting shall be called in the same manner as hereinafter provided for special meetings of stockholders. Written notice of the time and place of the annual meeting shall be given by mail or by electronic transmission, if allowed under the laws of Delaware, to each stockholder entitled to vote at least ten days prior to the date thereof, unless waived as provided by Article IX of these By-laws.

3. Special meetings of stockholders.

(a) Special meetings of stockholders may be called at any time but only by the Board of Directors or the Executive Committee (if one shall have been appointed) or, in accordance with subsection (b), by the Secretary. Unless otherwise provided by law, notice of all special meetings of the stockholders, stating the time, date, place, and the purposes thereof shall be given by mail to each stockholder entitled to vote thereat at his or her last known address, by electronic transmission in a form consented to by the stockholder to whom the notice is given in accordance with applicable law, or by delivering the same personally, not more than sixty days or less than ten days before the date of the meeting.

(b) A special meeting of stockholders shall be called by the Secretary upon written request (a "Special Meeting Request") of one or more record holders of shares of stock of the corporation representing not less than 25% of the voting power of all outstanding shares of stock of the corporation (the "Requisite Percentage") who have complied in full with the requirements set forth in these By-Laws. For purposes of this Section 3(b) and for determining the Requisite Percentage, a stockholder of record or a beneficial owner, as the case may be, shall be deemed to own the shares of stock of the corporation that such stockholder or, if such stockholder is a nominee, custodian or other agent that is holding the shares on behalf of another person (the "beneficial owner"), that such beneficial owner would be deemed to own pursuant to Rule 200(b) under the Securities Exchange Act of 1934, as amended, excluding any shares as to which such stockholder or beneficial owner, as the case may be, does not have the right to vote or direct the vote at the special meeting or as to which such stockholder or beneficial owner, as the case may be, has entered into a derivative or other agreement, arrangement or understanding that hedges or transfers, in whole or in part, directly or indirectly, any of the economic consequences of ownership of such shares. The Board of Directors shall determine in good faith whether all requirements set forth in this Section 3(b) have been satisfied and such determination shall be binding on the corporation and its stockholders.

(i) A Special Meeting Request must be delivered by hand or by registered U.S. mail, postage prepaid, return receipt requested, or courier service, postage prepaid, to the attention of the Secretary at the principal executive offices of the corporation. A Special Meeting Request shall be valid only if it is signed and dated by each stockholder of record submitting the Special Meeting Request and the beneficial owners, if any, on whose behalf the Special Meeting Request is being made, or such stockholder's or beneficial owner's duly authorized agent (each, a "Requesting Stockholder") collectively representing the Requisite Percentage, and includes (A) a statement of the specific purpose(s) of the special meeting and the reasons for conducting such business at the special meeting; (B) in the case of any director nominations proposed to be presented at the special meeting, and any matter (other than a director nomination) proposed to be conducted at the special meeting and as to each Requesting Stockholder, the information required by Section 4(A)(2) of this Article II; (C) a representation that each Requesting Stockholder, or one or more representatives of each such stockholder, intends to appear in person or by proxy at the special meeting to present the proposal(s) or business to be brought before the special meeting; (D) an agreement by the Requesting Stockholders to notify the corporation promptly in the event of any disposition prior to the record date for the special meeting of shares of the corporation owned beneficially or of record and an acknowledgement that any such disposition shall be deemed to be a revocation of such Special Meeting Request with respect to such disposed shares; and (E) documentary evidence that the Requesting Stockholders own the Requisite Percentage as of the date on which the Special Meeting Request is delivered to the Secretary; provided, however, that if the Requesting Stockholders are not the beneficial owners of the shares representing the Requisite Percentage, then to be valid, the Special Meeting Request must also include documentary evidence (or, if not simultaneously provided with the Special Meeting Request, such documentary evidence must be delivered to the Secretary within 10 days after the date on which the Special Meeting Request is delivered to the Secretary) that

the beneficial owners on whose behalf the Special Meeting Request is made beneficially own the Requisite Percentage as of the date on which such Special Meeting Request is delivered to the Secretary. In addition, the Requesting Stockholders and the beneficial owners, if any, on whose behalf the Special Meeting Request is being made shall (x) further update and supplement the information provided in the Special Meeting Request, if necessary, so that the information provided or required to be provided therein shall be true and correct as of the record date for the special meeting, and such update and supplement shall be delivered to, or mailed and received by, the Secretary at the principal executive offices of the corporation not later than five business days after the record date for the meeting and (y) promptly provide any other information reasonably requested by the corporation.

(ii) A Special Meeting Request shall not be valid, and a special meeting requested by stockholders shall not be held, if (A) the Special Meeting Request does not comply with this Section 3(b); (B) the Special Meeting Request relates to an item of business that is not a proper subject for stockholder action under applicable law (as determined in good faith by the Board of Directors); (C) the Special Meeting Request is delivered during the period commencing 120 days prior to the first anniversary of the date of the immediately preceding annual meeting of stockholders and ending on the earlier of (x) the date of the next annual meeting and (y) 30 days after the first anniversary of the date of the previous annual meeting; (D) an identical or substantially similar item (as determined in good faith by the Board of Directors, a "Similar Item"), other than the election of directors, was presented at an annual or special meeting of stockholders held not more than 12 months before the Special Meeting Request is delivered; (E) a Similar Item was presented at an annual or special meeting of stockholders held not more than 120 days before the Special Meeting Request is delivered (and, for purposes of this clause (E), the election of directors shall be deemed to be a "Similar Item" with respect to all items of business involving the election or removal of directors, changing the size of the Board of Directors and the filling of vacancies and/or newly created directorships resulting from any increase in the authorized number of directors); (F) a Similar Item is included in the corporation's notice of meeting as an item of business to be brought before an annual or special meeting of stockholders that has been called but not yet held or that is called for a date within 120 days of the receipt by the corporation of a Special Meeting Request; or (G) the Special Meeting Request was made in a manner that involved a violation of Regulation 14A under the Securities Exchange Act of 1934, as amended, or other applicable law.

(iii) Special meetings of stockholders called pursuant to this Section 3(b) shall be held at such place, on such date, and at such time as the Board of Directors shall fix; provided, however, that the special meeting shall not be held more than 120 days after receipt by the corporation of a valid Special Meeting Request.

(iv) The Requesting Stockholders may revoke a Special Meeting Request by written revocation delivered to the Secretary at the principal executive offices of the corporation at any time prior to the special meeting. If, at any point after 60 days following the earliest dated Special Meeting Request, the unrevoked requests from Requesting Stockholders (whether by specific written revocation or deemed revocation pursuant to clause (D) of Section 3(b)(i)), represent in the aggregate less than the Requisite Percentage, the Board of Directors, in its discretion, may cancel the special meeting.

(v) In determining whether a special meeting of stockholders has been requested by the Requesting Stockholders representing in the aggregate at the least the Requisite Percentage, multiple Special Meeting Requests delivered to the Secretary of the corporation will be considered together only if (A) each Special Meeting Request identifies substantially the same purpose or purposes of the special meeting and substantially the same matters proposed to be acted on at the special meeting, in each case as determined by the Board of Directors (which, if such purpose is the election or removal of directors, changing the size of the Board of Directors and/or the filling of vacancies and/or newly created directorships resulting from any increase in the authorized number of directors, will mean that the exact same person or persons are proposed for election or removal in each relevant Stockholder Meeting Request), and (B) such Special Meeting Requests have been dated and delivered to the Secretary of the corporation within 60 days of the earliest dated Special Meeting Request.

(vi) If none of the Requesting Stockholders appear or send a duly authorized agent to present the business to be presented for consideration specified in the Special Meeting Request, the corporation need not present such business for a vote at the special meeting, notwithstanding that proxies in respect of such matter may have been received by the corporation.

(vii) Business transacted at any special meeting called pursuant to this Section 3(b) shall be limited to (A) the purpose(s) stated in the valid Special Meeting Request received from the Requisite Percentage of record holders and (B) any additional matters that the Board of Directors determines to include in the corporation's notice of the special meeting.

4. Notice of stockholder business and nominations.

(A) Annual meetings of stockholders. (1) Nominations of persons for election to the Board of Directors and the proposal of other business to be considered by the stockholders may be made at an annual meeting of stockholders only (a) pursuant to the corporation's notice of meeting (or any supplement thereto), (b) by or at the direction of the Board of Directors or any committee thereof or (c) by any stockholder of the corporation who was a stockholder of record of the corporation at the time the notice provided for in this section 4 is delivered to the Secretary of the corporation, who is entitled to vote at the meeting and who complies with the notice procedures set forth in this section 4. Clause (c) of the preceding sentence shall be the exclusive means for a stockholder to make nominations or submit other business (other than matters properly brought under Rule 14a-8 under the Securities Exchange Act of 1934 (the "Exchange Act")) and included in the corporation's notice of meeting) before an annual meeting of stockholders.

(2) For any nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to clause (c) of paragraph (A)(1) of this section 4, the stockholder must have given timely notice thereof in writing to the Secretary of the corporation and any such proposed business (other than the nomination of persons for election to the Board of Directors) must constitute a proper matter for stockholder action. To be timely, a stockholder's notice shall be delivered to the Secretary at the principal executive offices of the corporation not later than the close of business on the ninetieth (90th) day, nor earlier than the

close of business on the one hundred twentieth (120th) day, prior to the first anniversary of the preceding year's annual meeting (provided, however, that in the event that the date of the annual meeting is more than thirty (30) days before or more than seventy (70) days after such anniversary date, notice by the stockholder must be so delivered not earlier than the close of business on the one hundred twentieth (120th) day prior to such annual meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such annual meeting or the tenth (10th) day following the day on which public announcement of the date of such meeting is first made by the corporation). In no event shall the public announcement of an adjournment or postponement of an annual meeting commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above. Such stockholder's notice shall set forth: (a) as to each person whom the stockholder proposes to nominate for election as a director (i) all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to and in accordance with Section 14(a) of the Exchange Act and the rules and regulations promulgated thereunder and (ii) such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected; (b) as to any other business that the stockholder proposes to bring before the meeting, a brief description of the business desired to be brought before the meeting, the text of the proposal or business (including the text of any resolutions proposed for consideration and, in the event that such business includes a proposal to amend the By-laws of the corporation, the language of the proposed amendment), the reasons for conducting such business at the meeting and any material interest in such business of such stockholder and all beneficial owners, if any, on whose behalf the proposal is made; and (c) as to the stockholder giving the notice and the beneficial owners, if any, on whose behalf the nomination or proposal is made (i) the name and address of such stockholder, as they appear on the corporation's books, and of any such beneficial owners, (ii) the class or series and number of shares of capital stock of the corporation which are owned beneficially and of record by such stockholder and any such beneficial owners, (iii) a description of any agreement, arrangement or understanding with respect to the nomination or proposal between or among such stockholder and/or any such beneficial owners, any of their respective affiliates or associates, and any others acting in concert with any of the foregoing, (iv) a description of any agreement, arrangement or understanding (including any derivative or short positions, profit interests, options, warrants, convertible securities, stock appreciation or similar rights, hedging transactions, and borrowed or loaned shares) that has been entered into as of the date of the stockholder's notice by, or on behalf of, such stockholder and any such beneficial owners, whether or not such instrument or right shall be subject to settlement in underlying shares of capital stock of the corporation, the effect or intent of which is to mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of, such stockholder or any such beneficial owners, with respect to shares of stock of the corporation, (v) a representation (a) that the stockholder is a holder of record of stock of the corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to propose such business or nomination, and (b) whether the stockholder (and any beneficial owners on whose behalf the proposal is made) intends to continue to hold the shares through the date of the annual meeting, (vi) a representation whether the stockholder or any of the beneficial owners intends or is part of a group which intends (a) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the corporation's outstanding capital stock which, together with the holdings of such stockholder and all such beneficial owners, is sufficient to approve or adopt the

proposal or elect the nominee, and/or (b) otherwise to solicit proxies from stockholders in support of such proposal or nomination, and (vii) any other information relating to such stockholder and any such beneficial owners required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for, as applicable, the proposal and/or the election of directors in an election contest pursuant to and in accordance with Section 14(a) of the Exchange Act and the rules and regulations promulgated thereunder. The foregoing notice requirements of this section 4 shall be deemed satisfied by a stockholder with respect to business other than a nomination if the stockholder has notified the corporation of his, her or its intention to present a proposal at an annual meeting in compliance with applicable rules and regulations promulgated under the Exchange Act and such stockholder's proposal has been included in a proxy statement that has been prepared by the corporation to solicit proxies for such annual meeting. The corporation may require any proposed nominee to furnish such other information as it may reasonably require to determine the eligibility of such proposed nominee to serve as a director of the corporation. Notwithstanding the foregoing, the information required by clauses (A)(2)(c)(ii), (A)(2)(c)(iii) and (A)(2)(c)(iv) of this section 4 shall be updated by such stockholder and any such beneficial owners not later than 10 days after the record date for the meeting to disclose such information as of the record date.

(3) Notwithstanding anything in the second sentence of paragraph (A)(2) of this section 4 to the contrary, in the event that the number of directors to be elected to the Board of Directors is increased effective at the annual meeting and there is no public announcement by the corporation naming the nominees for the additional directorships at least one hundred (100) days prior to the first anniversary of the preceding year's annual meeting, a stockholder's notice required by this section 4 shall also be considered timely, but only with respect to nominees for the additional directorships, if it shall be delivered to the Secretary at the principal executive offices of the corporation not later than the close of business on the tenth (10th) day following the day on which such public announcement is first made by the corporation.

(B) Special meetings of stockholders. Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting pursuant to the corporation's notice of meeting. Nominations of persons for election to the Board of Directors may be made at a special meeting of stockholders at which directors are to be elected pursuant to the corporation's notice of meeting (1) by or at the direction of the Board of Directors or any committee thereof, or (2) provided that the Board of Directors has determined that directors shall be elected at such meeting, by any stockholder of the corporation who is a stockholder of record at the time the notice provided for in this section 4 is delivered to the Secretary of the corporation, who is entitled to vote at the meeting and upon such election and who complies with the notice procedures set forth in this section 4. In the event the corporation calls a special meeting of stockholders for the purpose of electing one or more directors to the Board of Directors, any such stockholder entitled to vote in such election of directors may nominate a person or persons (as the case may be) for election to such position(s) as specified in the corporation's notice of meeting, if the stockholder's notice required by paragraph (A)(2) of this section 4 shall be delivered to the Secretary at the principal executive offices of the corporation not earlier than the close of business on the one hundred twentieth (120th) day prior to such special meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such special meeting or the tenth (10th) day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting. In no event shall the public announcement of an adjournment or postponement of a special meeting commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above.

(C) General. (1) Only such persons who are nominated in accordance with the procedures set forth in this section 4 shall be eligible to be elected at an annual or special meeting of stockholders of the corporation to serve as directors and only such business shall be conducted at a meeting of stockholders as shall have been brought before the meeting in accordance with the procedures set forth in this section 4. Except as otherwise provided by law, the chairman of the meeting shall have the power and duty (a) to determine whether a nomination or any business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with the procedures set forth in this section 4 (including whether the stockholder or beneficial owner, if any, on whose behalf the nomination or proposal is made solicited (or is part of a group which solicited) or did not so solicit, as the case may be, proxies in support of such stockholder's nominee or proposal in compliance with such stockholder's representation as required by clause (A)(2)(c)(vi) of this section 4), and (b) if any proposed nomination or business was not made or proposed in compliance with this section 4, to declare that such nomination shall be disregarded or that such proposed business shall not be transacted. Notwithstanding the foregoing provisions of this section 4, unless otherwise required by law or expressly waived in writing by the corporation, if the stockholder (or a qualified representative of the stockholder) does not appear at the annual or special meeting of stockholders of the corporation to present a nomination or proposed business, such nomination shall be disregarded and such proposed business shall not be transacted, notwithstanding that proxies in respect of such vote may have been received by the corporation. For purposes of this section 4, to be considered a qualified representative of the stockholder, a person must be a duly authorized officer, manager or partner of such stockholder or must be authorized by a writing executed by such stockholder or an electronic transmission delivered by such stockholder to act for such stockholder as proxy at the meeting of stockholders and such person must produce such writing or electronic transmission, or a reliable reproduction of the writing or electronic transmission, at the meeting of stockholders.

(2) For purposes of this section 4, "public announcement" shall include disclosure in a press release reported by the Dow Jones News Service, Associated Press or other national news service or in a document publicly filed by the corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act and the rules and regulations promulgated thereunder.

(3) Notwithstanding the foregoing provisions of this section 4, a stockholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations promulgated thereunder with respect to the matters set forth in this section 4; provided, however, that any references in these By-laws to the Exchange Act or the rules and regulations promulgated thereunder are not intended to and shall not limit any requirements applicable to nominations or proposals as to any other business to be considered pursuant to this section 4 (including paragraphs (A)(1)(c) and (B) hereof), and compliance with paragraphs (A)(1)(c) and (B) of this section 4 shall be the exclusive means for a stockholder to make nominations or submit other business (other than, as provided in the antepenultimate sentence of

(A)(2), matters brought properly under and in compliance with Rule 14a-8 of the Exchange Act). Nothing in this section 4 shall be deemed to affect any rights (a) of stockholders to request inclusion of proposals in the corporation's proxy statement pursuant to applicable rules and regulations promulgated under the Exchange Act or (b) of the holders of any series of Preferred Stock to elect directors pursuant to any applicable provisions of the certificate of incorporation.

5. Voting at stockholders' meetings. At all meetings of the stockholders, each stockholder entitled to vote shall be entitled to one vote for each share of stock standing on record in his or her name, subject to any restrictions or qualifications set forth in the Certificate of Incorporation or any amendment thereto.

6. Quorum at stockholders' meetings. At any stockholders' meeting, a majority of the stock outstanding and entitled to vote thereat represented in person or by proxy shall constitute a quorum, but a smaller interest may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, a majority in interest of the stock entitled to vote represented thereat shall decide any question brought before such meeting unless the question is one upon which, by express provision of law or of the Certificate of Incorporation or of these By-laws, a different vote is required, in which case such express provision shall govern.

7. Election of Directors. Each director shall be elected by the vote of the majority of the votes cast with respect to that director's election at any meeting for the election of directors at which a quorum is present, provided that if, as of the 10th business day preceding the date the corporation first mails its notice of meeting for such meeting to the stockholders of the corporation, the number of nominees exceeds the number of directors to be elected (a "Contested Election"), the directors shall be elected by the vote of a plurality of the votes cast. For purposes of this section, a majority of votes cast shall mean that the number of votes cast "for" a director's election exceeds the number of votes cast "against" that director's election (with "abstentions" and "broker nonvotes" not counted as a vote cast either "for" or "against" that director's election).

In order for any incumbent director to become a nominee for further service on the Board of Directors, such person shall submit an irrevocable resignation, contingent on (i) that person not receiving a majority of the votes cast in an election that is not a Contested Election, and (ii) acceptance of that resignation by the Board of Directors. In the event an incumbent director fails to receive a majority of the votes cast in an election that is not a Contested Election, a committee designated by the Board of Directors shall make a recommendation to the Board of Directors as to whether to accept or reject the resignation of such incumbent director, or whether other action should be taken. The Board of Directors shall act on the resignation, taking into account the committee's recommendation, and publicly disclose (by a press release and, if necessary, filing an appropriate disclosure with the Securities and Exchange Commission) its decision regarding the resignation and, if such resignation is rejected, the rationale behind the decision, within 90 days following certification of the election results. The committee in making its recommendation and the Board of Directors in making its decision each may consider any factors and other information that they consider appropriate and relevant. A director whose resignation is being considered shall not participate in the recommendation of the committee or the decision of the Board of Directors with respect to his or her resignation.

If the Board of Directors accepts a director's resignation pursuant to this section, or if a nominee for director is not elected in an election which is not a Contested Election and the nominee is not an incumbent director, then the Board of Directors may fill the resulting vacancy or decrease the size of the Board of Directors pursuant to Article V of these By-laws.

8. List of stockholders to be filed, etc. At least ten days before every election of directors, a complete list of the stockholders entitled to vote at the election, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder, shall be prepared by the Secretary. Such list shall be open, during normal business hours, at the principal place of business of the corporation for ten days, subject to examination by any stockholder for any purpose germane to the meeting. Such list shall be produced and kept at the time and place of election during the whole time thereof and subject to the inspection of any stockholder who may be present. Upon the willful neglect or refusal of the directors to produce such a list at any election, they shall be ineligible to any office at such election. The original or duplicate stock ledger shall be the only evidence as to who are the stockholders entitled to examine such list pursuant to this section or to vote in person or by proxy at such election.

ARTICLE III

Board of Directors

1. Number and qualification. A board of directors shall be elected at each annual meeting of stockholders, or at a special meeting held in lieu thereof as above provided, who shall serve until the election and qualification of their successors or their earlier resignation or removal. The number of directors shall be such as may be determined from time to time by the stockholders or by the Board of Directors, but in no event shall the number be less than three. In case of any increase in the number of directors between elections by the stockholders, the additional directorships shall be considered vacancies and shall be filled in the manner prescribed in Article V of these By-laws. Directors need not be stockholders.

2. Powers of directors. The Board of Directors shall have the entire management of the affairs of the corporation and is hereby vested with all the powers possessed by the corporation itself to the extent this delegation of authority is not inconsistent with the laws of the State of Delaware, with the Certificate of Incorporation, or with these By-laws. The Board of Directors shall have authority from time to time to set apart, out of any assets of the corporation otherwise available for dividends, a reserve or reserves as working capital, or for any other proper purpose or purposes, and to abolish or add to any such reserve or reserves from time to time as the Board may deem to be in the interests of the corporation. The Board shall likewise have the power, subject to the provisions of the Certificate of Incorporation, to determine in its discretion what part of the earned surplus and/or net assets of the corporation in excess of such reserve or reserves shall be declared in dividends and paid to the stockholders of the corporation.

3. Chairman of the Board. The Board of Directors shall have a chairman, who shall be a director. The Chairman of the Board, when present, shall preside at all meetings of the stockholders, the Board of Directors and the Executive Committee (if one shall have been appointed). In general, the Chairman of the Board shall exercise the powers and authority and perform all duties commonly incident to the office of Chairman of the Board.

4. Directors' meetings. Meetings of the Board of Directors may be held either in or outside the State of Delaware. A quorum shall be one-third the number of directors, but not less than three directors.

The Board of Directors elected at any stockholders' meeting shall at the close of that meeting, without further notice if a quorum of directors be then present, or as soon thereafter as may be convenient, hold a meeting for the election of officers and the transaction of any other business. At such meeting they shall elect a Chairman of the Board, who need not be an officer but shall be a member of the Board of Directors, and a president, one or more vice presidents, a secretary, treasurer, one or more assistant secretaries, and such other officers as they may deem proper, none of whom need be a member of the Board of Directors.

The Board of Directors may from time to time provide for the holding of regular meetings with or without notice and may fix the times and places at which such meetings are to be held. Meetings other than regular meetings may be called at any time by the President or by the Chairman of the Board (if he or she is an officer of the corporation) and must be called by the President, by the Chairman of the Board (if he or she is an officer of the corporation) or by the Secretary upon the written request of any director.

Notice of each meeting, other than a regular meeting (unless required by the Board of Directors), shall be given to each director by mailing the same to each director at his or her residence or business address at least seven days before the meeting, by a form of electronic transmission at least three days before the meeting, or by delivering the same to him or her personally or by telephone at least one day before the meeting unless, in case of exigency, the President, the Chairman of the Board (if he or she is an officer of the corporation) or the Secretary shall prescribe a shorter notice to be given personally, by telephone or by electronic transmission to all or any one or more of the directors at their respective residences, places of business or electronic mail addresses.

Notice of all meetings shall state the time and place of such meeting, but need not state the purposes thereof unless otherwise required by statute, the Certificate of Incorporation, the By-laws, or the Board of Directors.

5. Committees. The Board of Directors shall have, at all times, the following standing committees: an Audit Committee, a Compensation Committee and a Governance and Nominating Committee. Each of the Committees shall have the powers and perform such duties, not inconsistent with law, as may be set forth in its charter or as may be assigned to it by the Board of Directors. Each of the Audit Committee, the Compensation Committee and the Governance and Nominating Committee will consist of at least three members. The Board of Directors will appoint committee members of each standing committee and the chair of each

such committee upon the recommendation of the Governance and Nominating Committee. The Board of Directors, by resolution, may provide for such other standing or special committees as it deems desirable and may discontinue the same at its pleasure. Each such committee shall have the powers and perform such duties, not inconsistent with law, as may be assigned to it by the Board of Directors. A majority of the committee members shall constitute the quorum for any committee of the Board to conduct business.

6. Executive Committee. The Board of Directors may provide for an executive committee of two or more directors and shall elect the members thereof to serve during the pleasure of the Board. The Board of Directors may designate one of such members to act as chairman, provided that the Chairman of the Board shall be a member of the Executive Committee and, if present, shall preside at any meeting of the Executive Committee. The Board shall have the power at any time to change the membership of the committee, to fill vacancies in it, or to dissolve it. During the intervals between the meetings of the Board of Directors, the Executive Committee shall possess and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the corporation to the extent authorized by resolution adopted by a majority of the entire Board of Directors.

The Executive Committee may determine its rules of procedure and the notice to be given of its meetings, and it may appoint such committees and assistants as it shall from time to time deem necessary. A majority of the members of the committee shall constitute a quorum.

Any reference in these By-laws to the Executive Committee shall apply only if the Board of Directors has provided for an Executive Committee.

7. Compensation of directors. The Board of Directors, upon the recommendation of the Compensation Committee, shall from time to time determine the form and amount of fees or compensation to be paid to the directors for services as such to the corporation, including, but not limited to, fees and expenses for attendance at meetings of the Board or its committees. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE IV

Officers

1. Titles and Election. The officers of this corporation may, at the discretion of the Board of Directors, include the Chairman of the Board (who shall be a director), and shall include a chief executive officer, a president, one or more vice presidents, a secretary, a treasurer and one or more assistant secretaries who shall be elected at the meeting of the Board of Directors next following the election of the Board of Directors by the stockholders and who shall hold office until the election and qualification of their successors or until such officer's earlier resignation or removal. Any person may hold more than one office if the duties thereof can be consistently performed by the same person, and to the extent permitted by law.

The Board of Directors, in its discretion, may at any time elect or appoint one or more vice presidents, a treasurer, assistant secretaries and assistant treasurers and such other officers or agents as it may deem advisable, all of whom shall hold office at the pleasure of the Board and shall have such authority and shall perform such duties as the Board shall prescribe from time to time.

The Board of Directors may require any officer, agent or employee to give bond for the faithful performance of his or her duties in such form and with such sureties as the Board may require.

2. Duties. Subject to such extension, limitations, and other provisions as the Board of Directors or the By-laws may from time to time prescribe, the following officers shall have the following powers and duties:

(a) Chairman of the Board. The Board of Directors, in its discretion, may designate the Chairman of the Board as an officer of the corporation. If the Chairman of the Board is an officer, the Chairman shall have such other powers and perform such other duties (in addition to being Chairman of the Board) as may be assigned to him or her from time to time by the Board of Directors.

(b) Chief Executive Officer. The Board of Directors shall designate either the Chairman of the Board (if an officer) or the President as the Chief Executive Officer of the corporation. The Chief Executive Officer shall be in charge of the general management of the corporation, subject to the control of the Board of Directors.

(c) President. The President may be designated the Chief Executive Officer or the Chief Operating Officer of the corporation. In the absence or inability to act of the Chairman, the President, if present, shall preside at all meetings of the stockholders, and shall have and perform all the powers and duties of the Chairman, subject to the control of the Board of Directors. In general, the President shall exercise the powers and authority and perform all the duties commonly incident to the office of President and shall have such other powers and perform such other duties as may be assigned to him or her from time to time by the Board.

(d) Vice President. The Vice President or Vice Presidents shall perform such duties as may be assigned to them by the Board of Directors and, in the absence or disability of the Chief Executive Officer and the President, the Vice Presidents in order of seniority shall exercise all powers and duties pertaining to the office of President.

(e) Secretary. The Secretary shall keep the minutes of all meetings of stockholders and of the Board of Directors, give and serve all notices, attend to such correspondence as may be assigned to him or her, keep in safe custody the seal of the corporation, and affix such seal to all such instruments properly executed as may require it, and shall have such other duties and powers as the Board of Directors shall prescribe from time to time.

(f) Treasurer. The Treasurer, subject to the order of the Board of Directors, shall have the care and custody of the moneys, funds, valuable papers and documents of the corporation (other than his or her own bond, if any, which shall be in the custody of the President), and shall have and exercise, under the supervision of the Board of Directors, all the powers and duties commonly incident to his or her office. The Treasurer shall deposit all funds of the corporation in such bank or banks, trust company or trust companies, or with such firm or firms doing a banking business as the Board of Directors shall designate. The Treasurer may endorse for deposit or collection all checks, notes, etc. payable to the corporation or to its order. The Treasurer shall keep accurate books of account of the corporation's transactions, which shall be the property of the corporation, and, together with all its property in his or her possession, shall be subject at all times to the inspection and control of the Board of Directors. The Treasurer shall be subject in every way to the order of the Board of Directors, and shall render to the Board of Directors, the Chief Executive Officer and/or the President of the corporation, whenever they may require it, an account of all his or her transactions and of the financial condition of the corporation.

3. Delegation of authority. The Board of Directors may at any time delegate the powers and duties of any officer for the time being to any other officer, director or employee.

4. Salaries. The compensation of the officer designated as the Chief Executive Officer shall be determined by the members of the Compensation Committee together with the other directors who qualify as "independent" under the then applicable standards of the New York Stock Exchange. The compensation of all other officers of the corporation who report to the Chief Executive Officer or the President shall be approved by the Compensation Committee, and the Chief Executive Officer shall make non-binding recommendations to the Compensation Committee with respect thereto. The fact that any officer is a director shall not preclude him or her from receiving a salary.

5. Signing of Contracts. The Chairman (if an officer), the Chief Executive Officer, the President or a vice president, unless some other person is authorized by the Board of Directors shall sign all certificates representing shares of stock of the corporation and all bonds, deeds and contracts of the corporation.

ARTICLE V

Resignations, Removals and Vacancies

1. Resignations. Any director, officer, or agent may resign at any time by giving notice in writing or by electronic transmission thereof to the Board of Directors, the Chief Executive Officer, the President, or the Secretary. A resignation is effective when the resignation is delivered unless the resignation specifies a later effective date or an effective date determined upon the happening of an event or events. A resignation that is conditioned upon the director failing to receive a specified vote for reelection as a director may provide that it is irrevocable. Unless otherwise specified therein, the acceptance of any resignation shall not be necessary to make it effective.

2. Removals. The stockholders at any meeting called for such purposes may, by vote of the majority of the issued and outstanding shares of stock entitled to vote, remove from office, with or without cause, any director and elect a successor. The Board of Directors, by a majority vote of the total number of directors at a meeting called for such purpose, may remove from office any officer of the corporation with or without cause. The Board may delegate the powers and duties for the time being of any officer to any other officer or to any director.

3. Vacancies. When the office of any director or officer becomes vacant, whether by reason of increase in the number of directors or otherwise, the remaining director or directors, although less than a quorum, may elect a successor for such office who shall hold the same for the unexpired term, or the directors may reduce their number by the number of such vacancies in the Board, provided such reduction shall not reduce the Board to less than three.

Article VI

Capital Stock

1. Certificates of stock. Any or all classes or series of the capital stock of the corporation may be certificated or uncertificated, as provided under the General Corporation Law of the State of Delaware from time to time. Certificates, if any, for shares of capital stock of the corporation shall be in such form as may be prescribed by the Board of Directors, duly numbered and setting forth the number and kind of shares represented thereby. Such certificates shall be signed by the Chairman (if an officer), the Chief Executive Officer, the President or a vice president and by the Treasurer or an assistant treasurer or by the Secretary or an assistant secretary. Any of such signatures and the corporate seal affixed to any stock certificate may be in facsimile.

In case any officer who has signed, or whose facsimile signature has been used on a certificate, has ceased to be an officer before the certificate has been delivered, such certificate may nevertheless be adopted and issued and delivered by the corporation, or its transfer agent, as though the officer who signed such certificate or certificates, or whose facsimile signature or signatures shall have been used thereon, had not ceased to be such officer of the corporation.

2. Transfer of stock. Shares of the capital stock of the corporation shall be transferable only upon the books of the corporation by the holder in person or by an attorney duly authorized and, if such shares are certificated, upon the surrender of the certificate or certificates properly assigned and endorsed or, if such shares are uncertificated, upon appropriate instructions from the holder thereof or an attorney duly authorized. If the corporation has a transfer agent or agents or transfer clerk and registrar of transfers acting on its behalf, the signature of any officer or representative thereof may be in facsimile.

The Board of Directors may appoint a transfer agent and one or more co-transfer agents and a registrar of transfer and may make all such rules and regulations as it deems expedient concerning the issue, transfer and registration of shares of stock. The transfer books shall be closed for such period as the Board shall direct before and on the day of the annual or any special meeting of the stockholders and may also be closed by the Board for such period as may be advisable for dividend purposes, and during such time no stock shall be transferable.

3. Transfer books. The Board of Directors, in lieu of closing the stock transfer books as described above, may fix in advance a date, not exceeding fifty days preceding the date of any meeting of stockholders, or the date for the payment of any dividend, or the date for the allotment of rights, or the date when any change or conversion or exchange of capital stock shall come 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 any such allotment of rights, or to exercise the rights in respect to any such change, conversion or exchange of capital stock, and in such case only stockholders of record on the date so fixed shall be entitled to notice of and to vote at such meeting or to receive payment of such dividend, or allotment of rights, or 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 described above.

4. Lost certificates. In case of loss or mutilation or destruction of a certificate of stock of the corporation, a duplicate certificate or uncertificated shares may be issued upon such terms as the Board of Directors may determine.

ARTICLE VII

Fiscal Year, Bank Deposits, Checks, etc.

1. Fiscal year. The fiscal year of the corporation will commence on the first day of January of each year or at such other time as the Board of Directors may designate.

2. Bank deposits, checks, etc. The funds of the corporation shall be deposited in the name of the corporation in such banks or trust companies as may from time to time be designated by, or pursuant to authorization from, the Board of Directors.

All checks, drafts, notes or other obligations for the payment of money shall be signed by such persons as the Board of Directors from time to time by resolution may direct or authorize.

ARTICLE VIII

Books and Records

1. Place of keeping books. Unless otherwise expressly required by the laws of Delaware, the books and records of this corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by, or pursuant to authorization from, the Board of Directors.

2. Examination of books. Except as otherwise provided in the Certificate of Incorporation, in these By-laws or by statute, the Board of Directors shall have the power to determine from time to time whether, to what extent, at what times and places, and under what conditions and regulations the accounts, records and books of this corporation, or any of them, shall be open to the inspection of the stockholders. No stockholder shall have any right to inspect any account or book or document of this corporation except as prescribed by statute or authorized by express resolution of the stockholders or of the Board of Directors.

ARTICLE IX

Notices

1. Requirements of notice. Whenever notice is required to be given by statute or by these By-laws, it shall not mean personal notice unless so specified, but such notice may be given (i) in writing by depositing the same in a post office or letter box, postpaid and addressed to the person to whom such notice is directed at the address of such person on the records of the corporation, and such notice shall be deemed given at the time when it is so mailed or (ii) by electronic transmission, provided that in the case of notice to a stockholder such stockholder shall have previously consented to such form of notice, and such notice shall be deemed given at the time when the same shall be transmitted.

2. Waivers. Any stockholder, director or officer may, in writing or by electronic transmission, at any time waive any notice or other formality required by statute or by these By-laws. Such waiver of notice, whether given before or after any meeting, shall be deemed equivalent to notice. Presence of a stockholder either in person or by proxy at any stockholders' meeting and presence of any director at any meeting of the Board of Directors shall constitute a waiver of such notice as may be required by any statute or by these By-laws.

ARTICLE X

Seal

The corporate seal of the corporation shall consist of two concentric circles between which shall be the name of the corporation and in the center of which shall be inscribed "Corporate Seal, Delaware."

ARTICLE XI

Powers of Attorney

The Board of Directors may authorize one or more of the officers of the corporation to execute powers of attorney delegating to named representatives or agents power to represent or act on behalf of the corporation, with or without power of substitution.

ARTICLE XII

Indemnification and Advancement of Expenses

1. Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a “proceeding”), by reason of the fact that he or she, or a person of whom he or she is the legal representative, 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 another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than such law permitted the corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys’ fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in section 2 hereof with respect to proceedings seeking to enforce rights to indemnification, the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized in the specific case by the Board of Directors of the corporation. The right to indemnification conferred in this section shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the Delaware General Corporation Law requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this section or otherwise.

2. Right of Claimant to Bring Suit. If a claim under section 1 of this Article XII is not paid in full by the corporation within sixty days after a written claim has been received by the corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty days, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be

paid also the expense of prosecuting such claim to the fullest extent permitted by law. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the corporation) that the claimant has not met the standards of conduct which make it permissible under the Delaware General Corporation Law for the corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

3. Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, by-law, agreement, vote of stockholders or disinterested directors or otherwise.

4. Insurance; Other Sources. The corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the corporation, or of another corporation, partnership, joint venture, trust, enterprise or nonprofit entity against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law. The corporation's obligation, if any, to indemnify or to advance expenses to any director, officer, employee or agent of the corporation who was or is serving at the corporation's request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or nonprofit entity shall be reduced by any amount such person has collected as indemnification or advancement of the same expenses from such other corporation, partnership, joint venture, trust, enterprise or nonprofit entity.

5. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article XII shall not adversely affect any right or protection hereunder of a director, officer, employee or agent of the corporation in respect of any proceeding (regardless of when such proceeding is first threatened, commenced or completed) arising out of, or related to, any act or omission occurring prior to the time of such repeal or modification.

ARTICLE XIII

Amendments

These By-laws may be amended or repealed at any meeting of stockholders or at any meeting of the Board of Directors by a majority vote of the directors then in office, provided the notice of such meeting thereof shall contain a statement of the substance of the proposed amendment or repeal.